

CITY OF SASKATOON COUNCIL POLICY

NUMBER C01-003

POLICY TITLE <i>Appointments to Civic Boards, Commissions, Authorities, and Committees</i>	ADOPTED BY: <i>City Council</i>	EFFECTIVE DATE <i>April 17, 1978</i>
		UPDATED TO <i>April 25, 2022</i>
ORIGIN/AUTHORITY <i>Committee on Committees Report No. 3-1978; Legislation and Finance Committee Reports 25-1981 and 3-1984; Committee of the Whole Report No. 4-1993; Legislative Report No. 15-2006; and Executive Committee Reports 5-1997, 14-1998, 13-2002, 1-2006, 13-2007, 1-2010 and 2-2014, City Council –Item 11.2.3 - Legislative Report – Governance – April 25, 2022</i>	CITY FILE NO. <i>CK. 225-1</i>	PAGE NUMBER <i>1 of 7</i>

1. **PURPOSE**

To ensure the impartiality and accountability of Boards, Commissions, Authorities and Committees under the jurisdiction of the Corporation of the City of Saskatoon.

2. **GENERAL POLICY**

All appointments to Boards, Commissions, Authorities and Committees under the jurisdiction of the Corporation of the City of Saskatoon shall be made by City Council.

2.1 **Application of Policy**

In the case of statutory Boards, Commissions, Authorities and Committees (including the Saskatoon Public Library Board and the Board of Police Commissioners), where the provisions of this Policy are in conflict with provincial legislation, the provincial legislation shall take precedence.

2.2 **Advertising**

Citizen vacancies on Boards, Commissions, Authorities, and Committees shall be advertised on an annual basis, in September of the previous year. Separate advertising shall be undertaken for appointments to the Boards of Credit Union Centre, Saskatoon Public Library, Centennial Auditorium, Saskatoon Police Commission and Mendel Art Gallery.

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NUMBER
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POLICY TITLE	EFFECTIVE DATE	UPDATED TO	PAGE NUMBER
<i>Appointment to Civic Boards, Commissions, Authorities and Committees</i>	<i>April 17, 1978</i>	<i>April 25, 2022</i>	<i>2 of 7</i>

2.3 Application Process

- a) Only individuals who complete and submit standard application forms, available through the City Clerk's Office, will be considered for appointment to Civic Boards, Commissions, Authorities and Committees. Individuals applying to serve on any of City Council's Boards, Commissions, Authorities and Committees shall also be required to submit a resume and two reference letters with their application.
- b) Current members requesting to be reappointed to any of City Council's Boards, Commissions, Authorities and Committees shall be required to submit a new application, available through the City Clerk's Office, but shall not be required to submit a resume or reference letters.

2.4 Criteria for Appointments

The following criteria should be considered in making appointments:

- a) Expressed interest of the individual.
- b) Basic qualifications criteria established pursuant to Section 2.5 below.
- c) Past involvement and demonstrated contribution of time and effort.
- d) No individual, excluding members of City Council, should serve on more than one Civic Board, Commission, Authority or Committee at the same time, except where it is considered to be essential and in the public good.
- e) Applicants must reside within the boundaries of the City of Saskatoon.

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NUMBER
C01-003

POLICY TITLE	EFFECTIVE DATE	UPDATED TO	PAGE NUMBER
<i>Appointment to Civic Boards, Commissions, Authorities and Committees</i>	<i>April 17, 1978</i>	<i>April 25, 2022</i>	<i>3 of 7</i>

2.5 Basic Qualifications Criteria

The City will, where possible, establish basic qualifications criteria for members of each Board, Commission, Authority, and Committee; will consider such criteria when making appointments (as per 2.4 above); and will make the criteria available to those interested in applying for appointment. Input will be sought from the Boards of the Credit Union Centre, Saskatoon Public Library, Centennial Auditorium, Saskatoon Police Commission and Mendel Art Gallery on an annual basis as to specific skills and abilities required.

2.6 Appointment of Civic Employees

- a) City Council may appoint Civic employees to Boards, Commissions, Authorities or Committees provided that:
 - i) The employee has special relevant expertise to contribute; and/or
 - ii) The appointment is necessary by virtue of the employee's office; and
 - iii) There will be no detrimental effect on the employee's normal responsibilities.
- b) Members of the Civic Administration will not sit on civic advisory committees but may attend meetings as resource persons and to present reports.

2.7 Representation on Boards, Commissions, Authorities and Committees

City Council has resolved that appointments to positions on Boards, Commissions, Authorities and Committees be truly representative of the population of women and men of the City of Saskatoon and, therefore, wishes to achieve gender equity for all Boards, Commissions, Authorities and Committees. City Council has also adopted a Cultural Diversity and Race Relations Policy.

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NUMBER
C01-003

POLICY TITLE	EFFECTIVE DATE	UPDATED TO	PAGE NUMBER
<i>Appointment to Civic Boards, Commissions, Authorities and Committees</i>	<i>April 17, 1978</i>	<i>April 25, 2022</i>	<i>4 of 7</i>

2.8 Declaring Conflict of Interest

Refer to the City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees adopted by City Council on January 9, 2006 (Attachment 1 and Attachment 2).

2.9 Length of Appointments

- a) Appointments shall be for the duration of the term defined in the constitution or terms of reference of the Board, Commission, Authority or Committee as approved by City Council or as otherwise specified by bylaw or Council resolution but shall be no greater than two years.
- b) No member-at-large may serve more than six consecutive years on a Civic Board, Commission, Authority or Committee.
- c) After a break of three years, individuals may be reappointed to a Civic Board, Commission, Authority or Committee on which they have served the six-year maximum.
- d) Notwithstanding subsection b), the terms of members of Boards and Commissions undertaking major capital projects such as expansion or relocation may, at the discretion of City Council, exceed the six-year maximum.
- e) Notwithstanding subsection b), City Council may, at its discretion, exceed the six-year maximum term for members of quasi-judicial boards.

2.10 Deemed Resignation

Members who miss three meetings in a row without explanation shall be deemed to have resigned from that Board, Commission, Authority or Committee.

CITY OF SASKATOON COUNCIL POLICY

NUMBER
C01-003

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<i>Appointment to Civic Boards, Commissions, Authorities and Committees</i>	<i>April 17, 1978</i>	<i>April 25, 2022</i>	<i>5 of 7</i>

2.11 Services Provided to Members

The following services will be provided to members of Civic Boards, Commissions, Authorities and Committees:

- a) Childcare Expenses – Citizen members will be reimbursed for childcare expenses for all meetings attended, up to a maximum of \$7.50 per hour and upon submission of a receipt to the City Clerk's Office.
- b) Parking Permits and Bus Tickets – Citizen members will be provided with temporary parking permits or bus tickets for attendance at Committee meetings.
- c) Hearing Assistance – Committee Rooms A and E have been equipped with systems to enhance the sound. Should members require an interpreter, the City Clerk's Office will arrange for same, through the Saskatchewan Deaf and Hard of Hearing Services, and will cover the costs.
- d) Visual Assistance – Arrangements have been made with the Saskatoon Library to utilize the JAWS (Job Access with Speech) system as required. This can be facilitated through the City Clerk's Office. (JAWS is a program that translates written text into speech for the use of people who are visually impaired.)

The City will make every effort to ensure that there are no barriers to public participation. Any requests for services not listed above will be considered on a case-by-case basis.

3. RESPONSIBILITIES

3.1 Appointees

- a) As part of the condition of accepting an appointment, the appointee shall agree to abide by the mandate, objectives and terms of reference of the Board, Commission, Authority or Committee.

CITY OF SASKATOON COUNCIL POLICY

NUMBER
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<i>Appointment to Civic Boards, Commissions, Authorities and Committees</i>	<i>April 17, 1978</i>	<i>April 25, 2022</i>	<i>6 of 7</i>

- b) Appointees shall be responsible for advising the City Clerk's Office or the Secretary of the Board, Commission, Authority or Committee if they are unable to attend a meeting.
- c) Appointees shall be responsible for adhering to the Code of Conduct (see Attachment 1 and Attachment 2 to this policy).

3.2 Appointed City Employees

In addition to Section 3.1 above, City employees are expected to respect and represent the official views of the City and act in conformity with City policies and practices. It is expected that appointed officials would report important matters to their superiors in the normal manner, and could ensure that other civic operations would be represented and relevant activities and interests would be coordinated with appropriate City departments.

3.3 City Manager

Recommend Civic employees for appointments to Boards, Commissions, Authorities and Committees.

3.4 Boards, Commissions, Authorities, and Committees

Pursuant to Section 2.5 of this Policy, recommend qualifications criteria to the Executive Committee of City Council for consideration and approval.

3.5 City Clerk

- a) Administer appointments to Civic Boards, Commissions, Authorities and Committees program; and
- b) Recommend updates to the policy.

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<i>Appointment to Civic Boards, Commissions, Authorities and Committees</i>	<i>April 17, 1978</i>	<i>April 25, 2022</i>	<i>7 of 7</i>

3.6 Executive Committee

- a) Make recommendations for appointments to Civic Boards, Commissions, Authorities and Committees;
- b) Review qualifications and criteria for appointments to Civic Boards, Commissions, Authorities and Committees; and
- c) Consider amendments to the policy.

3.7 City Council

- a) Approve appointments to Civic Boards, Commissions, Authorities and Committees; and
- b) Approve amendments to the policy.

City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees

*(Adopted by resolution of the Council for The City of Saskatoon
dated January 9, 2006)*

1. Purpose and Objective

The purpose of this document is to provide guidance to members of Civic Boards, Commissions, Authorities and Committees appointed by The City of Saskatoon on the conduct required by law or expected by them in the fulfilment of their duties as members of Civic Boards, Commissions, Authorities and Committees. The guidelines are not intended to be exhaustive. If issues outside the explicit guidelines should arise, they should be addressed in accordance with the general principles set out in this document, or through the exercise of sound business and ethical judgment. These guidelines do not override the requirements of the law, and if there is any inconsistency between them and the applicable law, the applicable law governs.

2. Duties of Members

Members of Civic Boards, Commissions, Authorities and Committees are expected to familiarize themselves with the statute, bylaws and/or terms of reference applicable to such Civic Board, Commission, Authority or Committee, and should participate in any training or orientation sessions offered by The City of Saskatoon for such Civic Board, Commission, Authority or Committee.

Members of Civic Boards, Commissions, Authorities and Committees shall act honestly and in good faith in exercising the duties of their office to the best of their abilities. In doing so, a number of specific principles are applicable:

2.1 *Corporate Opportunities*

Members must not take personal advantage of, or divert to their own benefit, commercial opportunities they learn about in the course of carrying out their duties as a member.

A member must not engage in any financial transactions, contracts, or private arrangements for personal profit, which accrue from or are based upon the member's position or authority, or upon confidential or non-public information the member gains by reason of such position or authority.

2.2 *Duty to Protect Confidential Information*

Members are bound to maintain the confidentiality of information received by them as such in their capacity as members of such Civic Board, Commission, Authority or Committee. Information which is confidential, proprietary to the Civic Board, Commission, Authority, Committee or The City of Saskatoon or non-public must not be divulged to anyone other than persons who are authorized to receive the information.

2.3 *Duty to Avoid Conflicts of Interest*

Members must avoid any conflict of interest, or the appearance of a conflict between their own personal interests or the interests of any closely connected person, and the interests of the Civic Board, Commission, Authority or Committee or The City of Saskatoon. Members must attempt to avoid not only actual conflict, but the potential for conflict.

A member is in a conflict of interest where the member, a closely connected person¹, or a Corporation in which the member or closely connected person has a controlling interest², has a pecuniary interest³ in a matter before the Civic Board, Commission, Authority or Committee.

¹Closely connected person means agent, business partner, family (spouse or partner, parent or child) or employer of the member.

²Controlling interest means an interest that a person has in a Corporation if the person beneficially owns, directly or indirectly, or exercises control or direction over shares of the Corporation carrying more than 25% of the voting rights attached to all issued shares of the Corporation.

³A member has a pecuniary interest in the matter if the member or someone in the member's family has a controlling interest in, or is a director or senior officer of a Corporation that could make a financial profit from or be adversely affected financially by a decision or recommendation of the Civic Board, Commission, Authority or Committee, or the member or closely connected person could make a financial profit from or be adversely affected financially by a decision or recommendation of the Civic Board, Commission, Authority or Committee.

If the Civic Board, Commission, Authority or Committee is considering a matter where a conflict of interest, or a perceived conflict of interest, exists, the conflicted member shall:

- disclose the conflict of interest;
- leave the meeting during the discussion of the matter;
- abstain from attempting, in any way, whether before, during or after the meeting, to influence the voting on the matter; and
- abstain from voting on the matter.

3. Ethical Guidelines

In fulfilling their duties and obligations, members should adhere to the following guidelines:

3.1 *City of Saskatoon Anti-Harassment Policy for Members of Civic Boards, Commissions, Authorities and Committees*

The Council for The City of Saskatoon has adopted the City of Saskatoon Anti-Harassment Policy for Members of Civic Boards, Commissions, Authorities and Committees attached as Schedule “A”, which forms part of this Code of Conduct. All members are bound by the City of Saskatoon Anti-Harassment Policy for Members of Civic Boards, Commissions, Authorities and Committees in all of their activities on behalf of the Civic Board, Commission, Authority or Committee.

3.2 *Preferential Treatment*

Members must not act in their official role to assist organizations or persons in their dealings with the Civic Board, Commission, Authority or Committee or The City of Saskatoon if this may result in preferential treatment to that organization or person.

3.3 *Civic Boards, Commissions, Authorities and Committees Resources or City of Saskatoon Property*

Members must not use Civic Board, Commission, Authority or Committee resources or services or City of Saskatoon property to pursue their private interests or the interests of a closely connected person. Resources or property includes real and tangible items such

as equipment and intangible items such as reports, information, proprietary rights, patents, trademarks, copyrights, logos, name and reputation.

3.4 *Gifts, Benefits and Entertainment*

Members must not solicit or accept benefits, entertainment or gifts in exchange for, or as a condition of the exercise of, their duties or as an inducement for performing an act associated with the member's duties or responsibilities for the Civic Board, Commission, Authority or Committee.

Members may accept gifts, hospitality or other benefits associated with their official duties and responsibilities if such gifts, hospitality or other benefits:

- are within the bounds of propriety, a normal expression of courtesy or within the normal standards of hospitality;
- would not raise questions about the member's objectivity and impartiality; and
- do not compromise the integrity of the Civic Board, Commission, Authority, Committee or The City of Saskatoon.

An improper gift or benefit should be refused or returned to the person offering it as soon as possible. If there is no opportunity to refuse or return an improper gift or benefit, or where the refusal or return may be perceived as offensive for cultural or other reasons, the gift or benefit must be disclosed and turned over to The City of Saskatoon to make a suitable disposition of the item.

3.5 *Remuneration*

A member shall not accept remuneration from any source for services rendered as a member of the Civic Board, Commission, Authority or Committee. A member may accept such remuneration as may be approved by the Council for The City of Saskatoon. Remuneration does not include gifts, benefits and entertainment as described in subsection 3.4, reimbursement of actual and reasonable expenses incurred by the member in the performance of the member's duties, provided the same is approved by the Civic Board, Commission, Authority, Committee or The City of Saskatoon or is pursuant to a policy approved by The City of Saskatoon, or any pay a member

receives from the member's employer if the member attends to the member's duties of office for the Civic Board, Commission, Authority or Committee during normal working hours of the member's employment with the member's employer.

3.6 *Public Comment*

The Civic Board, Commission, Authority or Committee chair should act as the spokesperson for the Civic Board, Commission, Authority or Committee, and should be the only person who makes official public comments for the Civic Board, Commission, Authority or Committee, unless alternate arrangements are approved by the Civic Board, Commission, Authority or Committee in special cases.

4. **Investigation Process**

The following process shall be utilized to deal with complaints (including, without limitation, complaints alleging breach of the City of Saskatoon Anti-Harassment Policy for Members of Civic Boards, Commissions, Authorities and Committees or other aspects of this Code of Conduct) involving members of the Civic Board, Commission, Authority or Committee:

4.1 *Complaints Forwarded to Chair and City Clerk*

All complaints pertaining to breaches of this Code of Conduct, including the City of Saskatoon Anti-Harassment Policy for Members of Civic Boards, Commissions, Authorities and Committees, shall be forwarded to the chair, or if the complaint is in respect of the chair, to the vice-chair, and the City Clerk. The City Clerk and the chair, or vice-chair if the complaint is in respect of the chair, shall be responsible for arranging such an investigation as deemed appropriate in the circumstances.

4.2 *Cooperation with Investigation*

Every member must cooperate fully with an investigation under this Code of Conduct, including the City of Saskatoon Anti-Harassment Policy for Members of Civic Boards, Commissions, Authorities and Committees, whether he or she is the subject of the complaint or not.

4.3 *Report of Results*

The City Clerk and the chair, or vice-chair if the complaint is in respect of the chair, shall jointly report the results of the investigation to the Executive Committee of Council for The City of Saskatoon.

4.4 *Executive Committee of Council*

The Mayor shall convene a meeting of the Executive Committee to consider the report. The member whose conduct is the subject of the complaint is entitled to make submissions to Executive Committee respecting the subject matter of the complaint. If the Executive Committee concludes that the allegations are well-founded, the Executive Committee shall determine if sanctions are warranted. Sanctions may include, but are not limited to, a recommendation to Council for The City of Saskatoon to remove the individual as a member of the Civic Board, Commission, Authority or Committee.

5. Post Service Reminders

When a member leaves a Civic Board, Commission, Authority or Committee, The City Clerk shall provide a written reminder of the member's responsibility not to make use of confidential information or take improper advantage of knowledge gained due to the member's previous position with the Civic Board, Commission, Authority or Committee.

Schedule "A"

City of Saskatoon Anti-Harassment Policy for Members of Civic Boards, Commissions, Authorities and Committees

(Adopted by resolution of the Council for The City of Saskatoon dated January 9, 2006)

1. **Purpose and Objective**

The purpose and objective of this Policy is to ensure a respectful working environment free of harassment, including sexual, sexual orientation, racial, religious, verbal or physical harassment.

2. **Definitions**

2.1 *Sexual and Sexual Orientation Harassment* - behaviour related to sexuality or sexual orientation that may be verbal or physical and is offensive, unsolicited and unwelcome. It is not limited to, but includes:

- unwelcome banter, teasing or jokes;
- innuendoes or taunting about a person's clothing, body or sexual activities;
- displaying of pornographic or sexually explicit material;
- sexually related leering or other gestures, or unwelcome physical contact or invasion of personal space;
- condescending or patronizing behaviour, threats, promises, innuendos or reprisals whether direct or indirect, relating to a person's sex or sexual orientation; and
- refusing to work with or have contact with others because of their gender or sexual orientation.

2.2 *Racial and Religious Harassment* - behaviour which disrespects or causes humiliation to people because of their race, colour, national or ethnic origin, or the adornments and rituals associated with religious beliefs. It is not limited to, but includes:

- slurs, gestures, innuendoes or taunts about a person's racial or religious background;
- unwelcome banter, teasing or jokes relating to a person's race or religion;

- displaying racist, derogatory or offensive pictures, materials or graffiti; and
- refusing to work with or have contact with others because of their racial or religious background.

2.3 *Verbal Harassment* - behaviour which is aimed at denigrating, intimidating or threatening a person, whether directly or indirectly. It may or may not overlap with other forms of harassment. It does not include spirited, but respectful expressions of opinion or debate not aimed at the individual, or his or her personal attributes, background or beliefs.

3. Rights, Obligations and Responsibilities of Members

- 3.1 This Policy has as its goal the creation and maintenance of a respectful working environment, and the eradication of harassment.
- 3.2 Every employee of the Civic Board, Commission, Authority or Committee (which includes employees of The City of Saskatoon providing assistance or services to the Civic Board, Commission, Authority or Committee) and members have the right to a respectful working environment free from harassment. Harassment is a form of discrimination, which violates people's human rights and dignity. Everyone in the working environment has a responsibility to ensure that all persons are treated with respect, and to ensure that harassment does not occur. Harassment of an employee, members or the general public will not be condoned or tolerated.
- 3.3 This Policy is meant to augment all Provincial legislation relating to harassment free workplaces for employees, City of Saskatoon Workplace Harassment Policy A04-016 and The City of Saskatoon Respectful Workplace Policy A04-022, which policies The City of Saskatoon has adopted in relation to its employees.
- 3.4 Members of the Civic Board, Commission, Authority or Committee are the leaders and role models for the Civic Board, Commission, Authority or Committee and should lead by example and conduct in building and maintaining a working environment that is respectful and harassment free.
- 3.5 Members should be vigilant in working to prevent disrespectful behaviour and harassment before it starts, by being polite,

courteous and respectful and practice good conflict resolution methods in dealings with employees, other members and the public.

- 3.6 Members should, both individually and as a group, attempt to deal with concerns as they arise so that such concerns are resolved without the necessity of complaints having to be made.
- 3.7 Members who believe they have been harassed have a right to bring their concerns to the attention of the chair, or, if the complaint is in respect of the chair, to the vice-chair.
- 3.8 Members who believe employees or members of the public have been harassed have a responsibility to bring these concerns to the attention of the chair, or if the complaint is in respect of the chair, to the vice-chair. Members who are in breach of this Policy may be subject to sanctions as set out in the City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees.
- 3.9 Members of the general public who engage in harassment may be subject to sanctions up to and including denial of access to services of the Civic Board, Commission, Authority or Committee.
- 3.10 People accused of harassment must be informed of the complaint against them. They shall receive fair treatment, including appropriate supports, and be kept informed throughout the process, including being given access to any written complaints.
- 3.11 People who threaten to retaliate against a complainant or a witness for taking part in an investigation will be subject to sanctions.
- 3.12 Complainants will not be uprooted from his/her workplace or have his/her working conditions change as a result of remedial action against a harasser.
- 3.13 At any stage in the resolution process, both the complainant and the alleged harasser have the right to consult with and be represented by anyone of their choice.
- 3.14 Malicious complaints may result in sanctions being taken against the complainant.

4. Confidentiality

To protect the interests of the complainant, the alleged harasser and any others who may report incidents of harassment, confidentiality will be maintained throughout the investigatory procedure to the extent possible.

All records will be kept confidential except where disclosure is required by the sanction or other remedial process.

Confidentiality must be distinguished from anonymity. It is fundamental that individuals accused of a breach of this Policy, and subject to possible sanctions, be informed of the allegations; this information will include the identity of the complainant. The complainant who wishes his/her complaint dealt with must, therefore, be prepared to be identified.

5. Process and Code of Conduct

The City Clerk and the chair, or if the complaint is against the chair, the vice-chair, and the City Clerk shall treat all complaints seriously, and ensure that complaints are investigated through the process set out in the City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees.

Investigation appropriate to the circumstances will depend upon the nature and severity of the alleged conduct, and may include:

- Informal resolution - which may include face-to-face discussions, facilitated or mediated discussions, verbal or written statements and may be concluded with or without formal reports; and/or
- Formal investigation
 - may be used if informal resolution does not work or is inappropriate for the circumstances;
 - a formal investigation may be conducted by City of Saskatoon staff or external agencies retained by The City of Saskatoon; and
 - a formal investigation will result in a report to the Executive Committee or the Council for The City of Saskatoon as required by the City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees.

Directors' Code of Conduct

*(adopted by the Board of Directors of [insert corporation name]
by resolution dated [Insert date of resolution])*

1. Purpose

The purpose of this Directors' Code of Conduct ("Code of Conduct") is to provide guidance to directors of [insert corporation name] (the "Corporation") respecting the conduct required by law or expected by the Corporation of them in the fulfilment of their duties as directors of the Corporation.

This Code of Conduct is not intended to be exhaustive. If an issue arises that is not directly addressed by this Code of Conduct, the issue should be addressed in accordance with the general principles set out in this Code of Conduct, or through the exercise of sound business and ethical judgment. This Code of Conduct does not override the requirements of the law, and if there is any inconsistency between this Code of Conduct and the applicable law, the applicable law governs.

2. Fiduciary Duties

The fiduciary duty, or the "duty of loyalty", of the directors of a non-profit corporation is set out in clause 109(1)(a) of *The Non-profit Corporations Act, 1995*, which states:

109(1) Every director and officer of a corporation, in exercising his or her powers and discharging his or her duties, shall:

- (a) act honestly and in good faith with a view to the best interests of the corporation;

The duty of loyalty includes a number of specific responsibilities:

2.1 Corporate Opportunities

A director must not take personal advantage of, or divert to their own benefit, commercial opportunities they learn about in the course of carrying out their duties as a director.

A director must not engage in any financial transactions, contracts or private arrangements for personal profit, which accrue from or are based upon the director's fiduciary position or authority, or upon confidential or non-public information the director gains by reason of such position or authority.

2.2 Duty to Protect Confidential Information

Directors are bound by their fiduciary duty to the Corporation to maintain the confidentiality of information received by them in their capacity as directors. Information which is confidential, proprietary to the Corporation or non-public must not be divulged to anyone other than persons who are authorized to receive the information.

2.3 *Duty to Avoid Conflicts of Interest*

As fiduciaries of the Corporation, directors must avoid any conflict, or the appearance of any conflict, between their own personal interests or the interests of any closely connected person⁴ and the interests of the Corporation. Directors must attempt to avoid not only actual conflict, but the potential for conflict.

A director has a conflict of interest if the director makes a decision or participates in the making of a decision in the execution of the director's office and at the same time knows or reasonably ought to know that in the making of the decision there is the opportunity to further the director's private interests or the private interests of a closely connected person.

A director will always be in a conflict of interest where the director, a closely connected person, or a corporation in which the director or closely connected person has a controlling interest² or has a financial interest³ in a matter before the Board of Directors (the "board").

A first step in avoiding or responding to a conflict of interest is to disclose the interest. Financial assets or investments which are directly or indirectly

⁴Closely connected person means the agent, business partner, family (spouse or partner, parent or child) or employer of the director.

²Controlling interest means an interest that a person has in a corporation if the person beneficially owns, directly or indirectly, or exercises control or direction over shares of the Corporation carrying more than 25% of the voting rights attached to all issued shares of the Corporation.

³A director has a financial interest in a matter if the director or someone in the director's family has a controlling interest in, or is a director or senior officer of, a corporation that could make a financial profit from or be adversely affected financially by a decision of the Corporation, or the director or closely connected person could make a financial profit from or be adversely affected financially by a decision of the Corporation.

connected to the nature of a director's work should be disclosed in writing to the Corporation or entered into the minutes of a meeting of directors. The disclosure should include the nature and the extent of the interest.

If the board is considering a matter where a conflict of interest, or a perceived conflict of interest, exists, the conflicted director shall:

- before any consideration or discussion of the matter, disclose the conflict of interest;
- leave the meeting during the discussion of the matter;
- abstain from attempting, in any way, whether before, during or after the meeting, to influence voting on the matter; and
- abstain from voting on the matter.

3. Directors who are City of Saskatoon Council Members

A director who is also a member of the council of the City of Saskatoon must ensure that they act in the best interests of the Corporation. These directors are liaisons, not advocates, for the council of the City of Saskatoon. These directors are expected to vote their conscience, keeping in mind the views of the council of the City of Saskatoon, but not being directed by them.

4. Duty of Care

Clause 109(1)(b) of *The Non-profit Corporations Act, 1995* speaks to the director's duty of care to the Corporation. It states that every director must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In fulfilling the duty of care, directors have a responsibility to ensure that systems are in place to provide directors with the information they need to make informed decisions and to ensure that board decisions are sound and made pursuant to proper procedures.

5. Regulatory Duties

Various federal and provincial statutes impose or extend liability to directors (e.g. the liability for unpaid employees' wages under *The Saskatchewan Employment Act*, the liability for unremitted GST under the federal *Excise Tax Act*, the liability for unremitted source deductions on employees' pay, and the like). Directors

must be satisfied that management has implemented appropriate safeguards to ensure the Corporation complies with such legislation.

6. Ethical Guidelines

In fulfilling their duties and obligations, directors must adhere to the following guidelines:

6.1 *Directors' Respectful and Harassment-Free Workplace Policy*

The Corporation has adopted the *Directors' Respectful and Harassment-Free Workplace Policy* attached as Schedule "A", which forms part of this Code of Conduct. All directors are bound by the *Directors' Respectful and Harassment-Free Workplace Policy* in all of their activities on behalf of the Corporation.

6.2 *Preferential Treatment*

Directors must not act in their official role to assist organizations or persons in their dealings with the Corporation if this may result in preferential treatment to that organization or person.

6.3 *Corporate Property*

Directors must not use corporate property or services to pursue their private interests or the interests of a closely connected person. Corporate property includes real and tangible items such as equipment and intangible items such as reports, information, proprietary rights, patents, trademarks, copyrights, logos, name and reputation.

6.4 *Gifts, Benefits and Entertainment*

Directors must not solicit or accept benefits, entertainment or gifts in exchange for, or as a condition of the exercise of, their duties or as an inducement for performing an act associated with the director's duties or responsibilities with the Corporation.

Directors may accept gifts, hospitality or other benefits associated with their official duties and responsibilities if such gifts, hospitality or other benefits:

- are within the bounds of propriety, a normal expression of courtesy or within the normal standards of hospitality;

- would not raise questions about the director's objectivity and impartiality; and
- do not compromise the integrity of the Corporation.

An improper gift or benefit should be refused or returned to the person offering it as soon as possible. If there is no opportunity to refuse or return an improper gift or benefit, or where the refusal or return may be perceived as offensive for cultural or other reasons, the gift or benefit must be disclosed and turned over to the Corporation to make a suitable disposition of the item.

6.5 *Remuneration*

A director shall not accept remuneration from any source, including the Corporation, for services rendered as a director of the Corporation. A director may accept remuneration if approved by the council of the City of Saskatoon. Remuneration does not include gifts, benefits and entertainment as described in subsection 5.4, reimbursement of actual and reasonable expenses incurred by the director in the performance of the director's duties, provided the same is approved by the board or is pursuant to a policy approved by the board, or any pay a director receives from the director's employer if the director attends to the director's duties of office for the Corporation during normal working hours of the director's employment with the director's employer.

6.6 *Public Comment*

The board chair shall act as the spokesperson for the board, and shall be the only person who makes official public comments for the Corporation, unless alternate arrangements are approved by the board in special cases.

6.7 *Board Independence of Management*

The board should establish appropriate structures and procedures to enable it to exercise objective judgment on corporate affairs independent of management. At a minimum, board independence requires that a sufficient number of directors not be employed by the Corporation, and not be closely related to the Corporation or its management through significant economic, family or other ties. This Code of Conduct does not prevent interest group representatives from being appointed as directors.

7. Investigation Process

The board has approved the following process to deal with complaints involving members of the board:

7.1 *Complaints Forwarded to Chair or Vice-Chair*

All complaints pertaining to breaches of this Code of Conduct, including the *Directors' Respectful and Harassment-Free Workplace Policy*, shall be forwarded to the chair, or if the complaint is in respect of the chair, to the vice-chair, who shall provide copies to the board, and arrange such an investigation as deemed appropriate in the circumstances.

7.2 *Cooperation with Investigation*

Every director must cooperate fully with an investigation under this Code of Conduct, including the *Directors' Respectful and Harassment-Free Workplace Policy*, whether they are the subject of the complaint or not.

7.3 *Report of Results*

The results of the investigation will be reported to the chair, or, if the complaint is in respect of the chair, to the vice-chair.

7.4 *Board Consideration*

The chair, or, if the complaint is in respect of the chair, the vice-chair, shall convene a meeting of the board to consider the report. The director whose conduct is the subject of the complaint is entitled to make submissions to the board respecting the subject matter of the complaint, but shall not participate in the board's decision. If the board concludes that the allegations are well-founded, the board shall determine if sanctions are warranted. Sanctions may include, but are not limited to, revocation of appointments to committees or offices of the Corporation, revocation of appointments to other boards as a nominee of the Corporation, or a recommendation to the Governance and Priorities Committee of the council of the City of Saskatoon to remove the individual as a director of the Corporation.

7.5 *City Right to Remove*

This Code of Conduct does not and cannot restrict the ability of the council of the City of Saskatoon to remove a director from the board if it thinks fit.

7.6 *Information to City*

The board shall, subject to any requirements respecting non-disclosure or confidentiality, provide a summary of all substantiated complaints and sanctions issued, if any, as well as any other information pertaining to the complaint that may be requested, to the council of the City of Saskatoon.

8. **Post Service Reminders**

When a director leaves the board, the Corporation should provide a written reminder of the director's responsibility not to make use of confidential information or take improper advantage of knowledge gained due to the director's previous position with the board.

9. **Subsidiaries**

The principles set out in this Policy apply to directors when serving on the board of a subsidiary company.

10. **Acknowledgement**

I acknowledge receipt of the above Code of Conduct and the attached *Directors' Respectful and Harassment-Free Workplace Policy* and agree that they bind me in my conduct as a director of City of Saskatoon.

I acknowledge that my appointment is subject to compliance with the above Code of Conduct and the attached *Directors' Respectful and Harassment-Free Workplace Policy*, and that breach of the same may result in sanctions, up to and including my removal from the Board of Directors.

Date

Signature of Director

Schedule “A”

Directors’ Respectful and Harassment-Free Workplace Policy *(adopted by the Board of Directors of [insert name of the corporation] by resolution dated [insert resolution date])*

1. Purpose and Objective

The purpose and objective of this Policy is to ensure a respectful working environment free from inappropriate behaviours, including discrimination and harassment, both verbal and physical.

This Policy is not intended to discourage or prevent a complainant from exercising any other legal rights pursuant to any other law, including the right to file a complaint with the Saskatchewan Human Rights Commission under *The Saskatchewan Human Rights Code, 2018* and the right to request the assistance of an occupational health officer to resolve a complaint of harassment under *The Saskatchewan Employment Act*.

2. Definitions

2.1 In this Policy:

(a) “**discrimination**” means discrimination on the basis of any of the following prohibited grounds as set out in subsection 2(1) of *The Saskatchewan Human Rights Code, 2018*:

- (i) religion;
- (ii) creed;
- (iii) marital status;
- (iv) family status;
- (v) sex;
- (vi) sexual orientation;
- (vii) disability;
- (viii) age;
- (ix) colour;
- (x) ancestry;
- (xi) nationality;
- (xii) place of origin;
- (xiii) race or perceived race;
- (xiv) receipt of public assistance;

(xv) gender identity;

- (b) **“disrespectful behaviour”** means any rude, discourteous or impolite statements or actions;
- (c) **“disruptive workplace conflict”** means a dispute or interaction between two or more individuals that prevents or impedes normal work functions or activities and negatively impacts the ability to work cooperatively and productively in the workplace;
- (d) **“harassment”** means harassment as defined in clause 3-1(1)(l), subsection 3-1(4) and subsection 3-1(5) of *The Saskatchewan Employment Act*, which read as follows:

“3-1(1)(l) “harassment” means any inappropriate conduct, comment, display, action or gesture by a person:

- (i) that either:
 - (A) is based on race, creed, religion, colour, sex, sexual orientation, marital status, family status, disability, physical size or weight, age, nationality, ancestry or place of origin; or
 - (B) subject to subsections (4) and (5), adversely affects the worker’s psychological or physical well-being and that the person knows or ought reasonably to know would cause a worker to be humiliated or intimidated; and
 - (ii) that constitutes a threat to the health or safety of the worker;
- (4) To constitute harassment for the purposes of paragraph (1)(l)(i)(B), either of the following must be established:
- (a) repeated conduct, comments, displays, actions or gestures;
 - (b) a single, serious occurrence of conduct, or a single, serious comment, display, action or gesture, that has a lasting, harmful effect on the worker.

- (5) For the purposes of paragraph (1)(l)(i)(B), harassment does not include any reasonable action that is taken by an employer, or a manager or supervisor employed or engaged by an employer, relating to the management and direction of the employer's workers or the place of employment";
- (e) **“inappropriate behaviour”** includes disrespectful behaviour, harassment, discrimination, and behaviour that causes or contributes to a disruptive workplace conflict, and is discussed in more detail in **Appendix A – Further Information on Inappropriate Behaviours**.

3. **Rights, Obligations and Responsibilities of Directors**

- 3.1 Every employee of the board, including employees of the City of Saskatoon providing assistance or services to the Corporation, and directors have the right to a respectful working environment free from inappropriate behaviours. Directors have a responsibility to ensure that all persons are treated with courtesy and respect, and to ensure that harassment and other inappropriate behaviours do not occur. The Corporation does not condone and will not tolerate harassment of its employees, directors, or the general public.
- 3.2 Directors are the leaders and role models for the Corporation and should lead by example and conduct in building and maintaining a working environment that is free of inappropriate behaviours.
- 3.3 Directors should be vigilant in working to prevent inappropriate behaviours by being polite, courteous, and respectful and by practicing good conflict resolution methods in dealings with employees, other directors, and the public.
- 3.4 Directors should, both individually and as a group, attempt to deal with concerns as they arise so that such concerns are resolved without the necessity of complaints having to be made.
- 3.5 Directors who believe they have been subjected to inappropriate behaviour have a right to bring their concerns to the attention of the chair, or, if the complaint is in respect of the chair, to the vice-chair.
- 3.6 Directors who believe employees, members of the public or other directors have been subjected to inappropriate behaviour have a

responsibility to bring those concerns to the attention of the chair, or if the complaint is in respect of the chair, to the vice-chair.

- 3.7 Directors who are in breach of this Policy may be subject to sanctions as set out in the Directors' Code of Conduct.
- 3.8 Directors shall maintain the confidentiality of complaints in accordance with section 4.
- 3.9 Directors accused of inappropriate behaviours must be informed of the complaint against them. They shall receive fair treatment, including appropriate supports, and be kept informed throughout the process.
- 3.10 Directors who threaten to retaliate against a complainant or a witness for taking part in an investigation will be subject to sanctions.
- 3.11 Complainants will not be uprooted from their workplace or have their working conditions changed as a result of remedial action against a harasser.
- 3.12 Frivolous, malicious, or vexatious complaints may result in sanctions against the complainant.

4. Confidentiality

To protect the interests of the complainant, the alleged harasser and any others who may report incidents of harassment, confidentiality will be maintained throughout the investigatory procedure to the extent possible.

The name of a complainant, the name of an alleged harasser and the circumstances related to a complaint will not be disclosed to any person, except where disclosure is necessary for the purposes of investigating the complaint or taking corrective action with respect to the complaint or as otherwise required by law.

5. **Process and Directors' Code of Conduct**

The chair, or if the complaint is against the chair, the vice-chair, shall treat all complaints seriously, and ensure that complaints are investigated through the process set out in the Directors' Code of Conduct.

At any stage in the resolution process, both the complainant and the alleged harasser have the right to consult with and be represented by any person of their choice.

Investigation appropriate to the circumstances will depend upon the nature and severity of the alleged conduct, and may include:

- Informal resolution
 - may include face-to-face discussions, facilitated or mediated discussions, or verbal or written statements, and may be concluded with or without formal reports; and/or
- Formal investigation
 - may be used if informal resolution does not work or is inappropriate for the circumstances;
 - a formal investigation may be conducted by a board member or members appointed by the chair or by an external agency, including the City of Saskatoon, retained by the chair;
 - the duties of the chair shall be taken by the vice-chair if the complaint is against the chair;
 - a director who has taken part in conducting an investigation shall not take part in the board's decision pursuant to the Directors' Code of Conduct; and
 - formal investigation will result in a report to the board to be dealt with by the board as required by the Directors' Code of Conduct.

APPENDIX A

Directors' Respectful and Harassment-Free Workplace Policy

FURTHER INFORMATION ON INAPPROPRIATE BEHAVIOURS

Inappropriate behaviours may occur in person, in writing, electronically via e-mails, text messages, instant messages, or through the internet and social media (for example on Facebook, Twitter, Snapchat or Instagram).

Examples of inappropriate behaviours include, but are not limited to, the following:

Verbal/psychological abuse - denigrates, intimidates or threatens a person.

- criticizing or belittling someone persistently or constantly;
- condescending or patronizing behaviour or comments which undermine self-respect;
- unwelcome banter, teasing, taunting, or jokes that are offensive;
- slurs, insults or name-calling;
- swearing at or yelling at someone.

Sexual harassment - unwelcome sexual invitations, advances, or demands, whether indirect or explicit, to engage in behaviour of a sexual nature.

- comments about clothing, body, or sexual activities, including implied sexual overtones;
- staring, leering, or ogling at body parts, or other offensive gestures;
- unwanted physical contact such as patting, pinching, touching, feeling, stroking, or straddling;
- viewing or displaying sexually explicit material, such as derogatory or offensive pictures, graffiti, or pornography;
- suggestion of or demand for sexual favours in exchange for employment advantages or opportunities, promises of advancement, or any threat of withdrawal of any such advantages or opportunities;
- stalking.

Physical Abuse – intentional bodily contact resulting in injury or physical discomfort.

- pushing, tripping, kicking, biting, choking, hitting or spitting;

- use of object to cause injury or physical discomfort;
- unwelcome physical contact including touching, patting or pinching.

Other inappropriate behaviours – any behaviours that create a hostile or intimidating work environment, sometimes referred to as bullying, including:

- hazing;
- pranking;
- refusing to work with or have contact with a person;
- excluding or isolating someone at work;
- tampering with or vandalizing someone's personal belongings or work equipment;
- spreading malicious or false rumours, gossip, or innuendo;
- viewing or displaying explicitly discriminatory, racist or homophobic materials;
- viewing or displaying denigrating adornments or rituals associated with religious beliefs;
- blocking or interfering with applications for training, leave or promotion;
- undermining, deliberately impeding, discrediting or sabotaging a person's work;
- intruding on a person's privacy by pestering, spying or stalking;
- intimidation;
- coercion;
- threats of violence.

Note: Directors will be held accountable for inappropriate social media posts, phone calls, e-mails or visits to an employee or other director's home, incidents at luncheons, and/or after work socials, that occur outside of the Corporation's property or work hours, if the issue originated within the workplace or if the issue is negatively affecting the workplace.

What is **not** bullying or harassment?

- expressing differences of opinion;
- consensual social interaction;
- inadvertently saying or doing something that hurts someone else;
- offering constructive feedback, guidance or advice about work-related behaviour, including performance reviews;
- reasonable actions taken by a supervisor to manage and direct workers or the place of employment;
- reasonable disciplinary actions in response to culpable conduct.

Inappropriate behaviour is often rooted in misunderstandings or stereotypes about people who are different from ourselves. Dialogue and continuous learning may assist in resolving and preventing these is.