

CODE OF CONDUCT

~ APRIL 2019 ~

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PREAMBLE

The Alberta Petroleum Marketing Commission (APMC) holds high standards of business conduct and ethics to ensure that everything it does is legal, fair, and reasonable. The purpose of this Code of Conduct is to establish the rules governing the business and ethical conduct for all employees, members of the board of directors (members), Senior Officials and Designated Senior Officials of the APMC. The Code of Conduct reflects a commitment to the corporate values of accountability, transparency, integrity, and respect and provides a framework to guide ethical conduct in a way that upholds the integrity and reputation of the APMC.

Members and employees are expected to follow this Code of Conduct as of July 1, 2019. Any employees who are also Senior Officials or Designated Senior Officials are expected to follow this Code of Conduct as of April 30, 2019.

PART 1

Terms and Definitions

1 Definitions

- (1) For the purposes of this Code of Conduct, unless the context otherwise requires,
 - (a) “Administrator” means
 - (i) where this Code relates to the Chair, the Minister responsible for APMC,
 - (ii) where this Code relates to members, the Chair,
 - (iii) where this Code relates to the CEO, the board of directors, and
 - (iv) where this Code relates to employees, the CEO.
 - (b) “CEO” means the Chief Executive Officer of APMC;
 - (c) “Chair” means the chair of board of directors of the APMC;
 - (d) “Code” means this Code of Conduct for the APMC, as amended from time to time;
 - (e) “Conflict of Interest” means a situation where the private interests of an employee or member interfere or may appear to interfere with the interests of APMC; and
 - (f) “designate” means a person to whom the Administrator has delegated duties and responsibilities under this Code;
 - (g) “Designated Senior Official” means the CEO;

- (h) “employee” means all individuals employed by the APMC and includes the CEO;
- (i) “member” means a member of the board of directors of APMC, and includes the Chair;
- (j) “Senior Official” means the CEO and the Chair.

PART 2

Application of the Code

2 Application

- (1) This Code applies to all members and employees of the APMC, including Senior Officials and Designated Senior Officials as defined in the *Conflicts of Interest Act*, except for any individuals that have been expressly exempted from one or more provisions of this Code. The Ethics Commissioner or designate has the authority in exceptional circumstances to exempt members or employees from the application of all or part of this Code.
- (2) This Code is in addition to any statute pertaining to the actions of members and employees and to any instructions issued by the Government of Alberta or by the Chair.
- (3) Employees of the Government of Alberta who are seconded to the APMC are subject to the *Code of Conduct and Ethics Policy for the Alberta Public Service* and the disclosure provisions of the *Supplementary Code of Conduct and Ethics* created by the Department of Energy, in addition to this Code.
- (4) When a member or employee is subject to more than one code of conduct, or to professional obligations concerning client confidentiality, the member or employee must consider the expectations in all. This Code is not intended to conflict with other codes of conduct or professional obligations, and members and employees can discuss any potential conflicts with the Administrator.
- (5) Once approved by the Ethics Commissioner, this Code will be published by April 30, 2019, and will be available to the public.
 - (i) For existing members and employees, except Senior Officials and Designated Senior Officials, this Code will take effect two months after it is published or as directed by the Ethics Commissioner;
 - (ii) For existing Senior Officials and Designated Senior Officials, this Code will take effect immediately after it is published, or upon the extension, amendment or renewal of the individual’s appointment, agreement or contract, whichever comes first.

PART 3

Administration of the Code

3 Administrator's Responsibility

- (1) The Administrator will administer the Code for the APMC, and will issue instructions as necessary for implementation of the Code.
- (2) The Administrator will promote the Code and any supplemental Codes on a regular basis to ensure that members and employees are aware of their obligations.
- (3) The Administrator will implement, manage, promote, and exercise powers vested under the Code including any matters incidental to the authority.
- (4) The Administrator will receive and ensure the confidentiality of all disclosures and ensure that any real or apparent conflict of interest is avoided or effectively managed.
- (5) The Administrator is responsible for providing advice and managing all concerns and complaints concerning potential breaches of the Code, including conflicts of interest.
- (6) The Administrator may delegate any or all of the duties and responsibilities under this Code to a designate(s).

4 Disclosure

- (1) Members and employees are required to disclose to the Administrator or designate in writing any situation which is a conflict or an apparent conflict of interest between their duties and their personal interests and/or relationships.
- (2) Members and employees shall disclose to the Administrator as soon as they are aware of any business transaction APMC proposes to enter into which the member or employee, or a relative of the member or employee, may be an interested party.
- (3) Members and employees must report any breach of this Code to their supervisor or Administrator, including any activities by another member or employee that may constitute:
 - (i) Accounting irregularities, hiding or underestimating liabilities or any action to mislead or improperly influence auditors;
 - (ii) Conflict of interest or other unethical business conduct;
 - (iii) Theft or fraud;
 - (iv) Violation of laws, rules, or regulations;

- (v) Violation of professional standards or internal policies;
 - (vi) A risk to health and safety;
 - (vii) A risk to the environment;
 - (viii) Harassment or discrimination;
 - (ix) Workplace violence; or
 - (x) Any other matter of concern that is a breach of this Code.
- (4) With respect to reporting under Section 4(3) (i) and (iii) above (concerning accounting matters, theft and fraud):
- (i) the supervisor or Administrator receiving a report shall disclose the report to APMC's audit committee; and
 - (ii) notwithstanding section 4(3), a member or employee may instead report same directly to a member of APMC's audit committee.
- (5) The Administrator will take action to minimize or remove any real or apparent conflicts of interest. To actively manage a conflict of interest, the Administrator may:
- (i) Remove the member or employee from matters in which the conflict exists or is perceived to exist, including any decision-making role;
 - (ii) Requiring the member or employee to give up the particular private interest causing the conflict; and
 - (iii) In rare circumstances, requiring the member or employee to resign from the APMC.
- (6) Members and employees who voluntarily report their own possible errors rather than attempting to cover them up will be recognized for making the appropriate decision.

5 Reporting a Potential Breach by Another

- (1) It is the responsibility of members and employees to be aware of those who may attempt to abuse the services or products of APMC to further their interests. Members and employees shall report any suspicious activities, as well as actual or potential breaches of the Code, any laws, rules, regulations or APMC policies firstly to their supervisor or Administrator, who shall arrange to have the matter investigated.
- (2) APMC will investigate all complaints with care and discretion. APMC will respect the confidentiality of the identity and information provided by individuals when concerns are

requested to be treated anonymously. APMC will keep any such reports confidential to the extent possible, consistent with the need to conduct a thorough investigation.

- (3) A report or complaint found to be made in bad faith will be viewed as a violation of the Code and may result in disciplinary action, up to and including termination of employment or board membership as applicable.

6 Responding to a Potential Breach

- (1) Once a potential breach has been reported, the Administrator will review the circumstances and details of the potential breach and will notify the member or employee.
- (2) The accused member or employee has the right to complete information and the right to respond to the potential breach.
- (3) The identity of the report will not be disclosed unless required by law or in a legal proceeding.
- (4) The Administrator will make a decision and complete a report of the review in a timely manner. The decision may range from finding no potential breach to one that reveals suspected criminal conduct.

7 Consequences of a Breach

- (1) Compliance with the Code is the sole responsibility of members and employees. If members and employees do not comply with the standards of behaviour identified in the Code, including taking part in a decision or action that furthers private interests, the member or employee may be subject to disciplinary action up to and including termination of employment or board membership as applicable. APMC may also pursue other remedies for any damages or harm as a result of a breach.
- (2) All copies of written complaints, findings, warnings, reprimands or notices of disciplinary action regarding a breach of the Code will be added to the individual's file.
- (3) Failing to co-operate or providing false information will result in disciplinary action up to and including termination of employment or board membership as applicable.

8 Review of a Decision

- (1) Members or employees can ask in writing for the Ethics Commissioner to review a decision made by the Code Administrator about a breach of this Code.

PART 4

Member and Employee Responsibilities under the Code

9 Commitment to Official Duties

- (1) Members are required to commit sufficient time and attention to official duties for informed and balanced decision-making.

10 Impartiality

- (1) Members and employees are required in all regards to conduct their duties with impartiality at all times.

11 Furthering Private Interests

- (1) Members and employees are in conflict of interest and in violation of this Code if they:

- (i) take part in a decision in the course of carrying out their duties, knowing that the decision might further their private interest or the private interests of their spouse, family, or relatives; or
- (ii) use their public role to influence or seek to influence a government decision which could further their private interest or the private interests of their spouses, family, or relatives; or
- (iii) use or communicate information not available to the general public that was gained by the member or employee in the course of carrying out their duties, to further or seek to further a private interest of the member or employee or the private interests of their spouses, family, or relatives.

- (2) Pursuant to section 23.925 of the *Conflicts of Interest Act* regarding Senior Officials' statutory obligations:

- (i) A Senior Official must not take part in a decision in the course of carrying out his/her office or powers knowing that the decision might further a private interest of the Senior Official, a person directly associated, as provided in the *Conflicts of Interest Act*, with the Senior Official, or the Senior Official's minor or adult child;
- (ii) A Senior Official must not use his/her office or powers of influence or seek to influence a decision to be made by or on behalf of the Crown or a public agency to further a private interest of the Senior Official, a person directly associated, as provided in the *Conflicts of Interest Act*, with the Senior Official or to improperly further any other person's private interest;
- (iii) A Senior Official must not use or communicate information not available to the general public that was gained by the Senior Official in the course of carrying out

his/her office or powers to further or seek to further a private interest of the Senior Official or any other person's private interest; and

- (iv) A Senior Official must appropriately and adequately disclose a real or apparent conflict of interest.

12 Dealings with Others

- (1) Members or employees who exercise regulatory, inspection or other discretionary authority over others shall disqualify themselves from dealing with anyone with whom the relationship between them may bring the impartiality of the member or employee into question, with respect to those functions.
- (2) In situations where this would impair service delivery, members and employees must advise their Administrator or designate of the details before exercising their authority.
- (3) Once the Administrator or designate has been notified, the member or employee shall only exercise their authority in accordance with instructions received.
- (4) In emergency situations the member or employee shall act impartially and notify the Administrator or designate immediately after exercising their authority.
- (5) Members and employees shall, so far as it is known to them, disclose and discuss with the Administrator or designate situations which may be or may appear to be conflicts of interest under this section.

13 Concurrent Employment or Appointment to other Offices

- (1) Subject to section 13(2) of this Code, members and employees, with the exception of Senior Officials and those employees with employment agreements specifically restricting concurrent employment, are permitted to take supplementary employment including self employment, and to participate in volunteer activities, unless such employment or activity:
 - (i) causes an actual or apparent conflict of interest;
 - (ii) is performed in such a way as to appear to be an official act, or to represent a Government opinion or policy;
 - (iii) interferes through telephone calls, or otherwise, with regular duties; or
 - (iv) involves the use of APMC premises, equipment or supplies, where such use has not been authorized.
- (2) Prior to accepting or engaging in supplementary employment activities, members and employees are required to notify the Administrator or designate in writing about the nature of such supplementary employment. The Administrator or designate will then review the

supplementary employment for conflicts of interests, and in writing, either approve the supplementary employment activity, deny it or establish procedures to manage any conflicts of interests.

- (3) Members and employees shall not accept additional compensation for duties which they perform in the course of their work with the APMC.
- (4) Members and employees shall not allow the performance of their official duties to be influenced by offers of future employment or appointments, or the anticipation of offers of employment or appointments.
- (5) Pursuant to s.23.926 of the *Conflicts of Interest Act* regarding Senior Officials' statutory obligations, the following individuals require the written approval from the Ethics Commissioner to participate in any appointment, business, undertaking or employment (including self employment) other than their position with the APMC:

- (i) The CEO, where that individual is not an employee of a department;
- (ii) Individuals identified by order of the Lieutenant Governor in Council as Senior Officials.

Where such approval has been granted by the Ethics Commissioner, the above-noted individuals must comply with any conditions that the Ethics Commissioner has included in the approval.

This provision will apply to the CEO as of December 15, 2019, or when his/her appointment or contract is renewed or extended, whichever comes first.

14 Acceptance of Gifts

- (1) Members and employees shall not accept fees, gifts or other benefits that are connected directly or indirectly with the performance of their APMC duties, from any individual, organization or corporation, other than:
 - (i) the normal exchange of hospitality between persons doing business together;
 - (ii) tokens exchanged as part of protocol; or
 - (iii) the normal presentation of gifts to persons participating in public functions.
- (2) The value of the above-mentioned gifts shall not exceed \$100 per year and must not include cash, cheques, gift cards or gift certificates. The value of the above-mentioned hospitality shall not exceed \$100 and must not include cash, cheques, gift cards, or gift certificates. The amounts apply to each individual member or employee, not collectively.

- (3) In all cases, members and employees are prohibited from:
- (i) Soliciting or seeking a gift from a client, customer, business partner, or contract;
 - (ii) Accepting, offering, or giving any gift that is cash or readily convertible to cash;
 - (iii) Accepting, offering, or giving any gift that may reasonably be perceived by a member of the public to be made in exchange for business favor from APMC;
 - (iv) Accepting, offering, or giving any gift that may reasonably be perceived as being in bad taste or would risk embarrassment to APMC; or
 - (v) Accepting, offering, or gift over \$100 from/to the same individual or company more than once in any 12-month period.
- (4) Where a member or employee attends a conference or event, and the cost of attendance is paid for by APMC, a member or employee may keep a prize of any value if the prize was the result of a draw where the member or employee personally paid for the ticket drawn.
- (5) Members and employees must decline sponsored travel from any organization or individual unless the member or employee is a guest speaker or panelist at a public conference. In all cases, prior approval from the member or employee's Administrator is required.

15 Investments and Restrictions on Holdings

- (1) Pursuant to section 23.93 of the *Conflicts of Interest Act*, the CEO shall not own or have a beneficial interest in publicly-traded securities unless held in a blind trust approved by the Ethics Commissioner. The Ethics Commissioner must grant approvals for other investment arrangements or exemptions in writing.

Securities must be managed within 60 days of a person becoming CEO, the Code's entry into force, or the acquisition of securities by gift or inheritance. The Ethics Commissioner may set a longer period in writing.

These restrictions will apply to the current CEO on April 4, 2020, or when his/her contract or appointment is renewed or extended, whichever comes first.

- (2) Where an actual or proposed business or financial interest of a member or employee, or of the member or employee's spouse or minor children is affected, appears to be affected or may be affected by actions taken or decisions made in which the member or employee participates in the course of their appointment or employment, the member or employee shall disclose the business or financial interest to the Ethics Commissioner and Administrator.
- (3) If an actual or apparent conflict of interest situation exists under this section, the Ethics Commissioner and Administrator shall determine the method of resolution of the situation, except in the case of a Designated Senior Official where the Ethics Commissioner shall

determine the method of resolution. Options for resolution include requiring the use of a blind trust, divestment of the asset, or employment action ranging from transferring the employee to termination of employment.

- (4) The Administrator may require financial disclosure of members or employees in specific positions where, in the opinion of the Administrator, conflict could likely occur.
- (5) Information which is disclosed to the Administrator under this section shall be maintained on a confidential basis by the Administrator.

16 Disclosure Statements and Returns

- (1) Members or employees who could be placed in a conflict of interest situation due to the nature of their duties and responsibilities will be required to disclose their outside business interests and financial holdings, on an annual basis, in writing on a form approved by the Administrator.
- (2) Pursuant to s. 23.931 of the *Conflicts of Interest Act*, at a time specified by the Ethics Commissioner, the CEO must provide the Ethics Commissioner an annual financial disclosure statement and amending disclosure statements of the CEO's assets, liabilities, investments, holdings and other interests.
- (3) The CEO must file an updated or amending disclosure statement within 30 days of any material changes to a previous return or disclosure, and within 30 days if no longer designated as designated senior official.
- (4) Pursuant to s.23.932 of the *Conflicts of Interest Act*, at a time specified by the Ethics Commissioner, the CEO must provide the Ethics Commissioner a return of the assets, liabilities, investments, holdings and other interests relating to persons directly associated with the CEO: spouses, adult interdependent partners, minor children, and any corporation or partnership.
- (5) The CEO must provide a direct associate return to the Ethics Commissioner within 60 days of the Code coming into force.

17 Post-Employment Restrictions

- (1) There must be no conflict between a member or employee's responsibility to the APMC and a member's post-appointment activities or employee's post-employment activities. Former members of the APMC shall not, within a period of 12 months after leaving office:
 - (i) Act for or on behalf of any person, commercial entity, association or union in connection with any specific ongoing proceeding, transaction, negotiation or case

to which the APMC is a party and where the former member acted for or advised the APMC;

- (ii) Give advice to a client by using information that is not available to the general public concerning the programs or policies of the APMC;
 - (iii) Accept service contracts, appointments to a board of directors of, or employment with, an entity with which they had direct and significant official dealings during the period of 12 months immediately prior to the termination of their service to the APMC; nor
 - (iv) Make representations, whether for remuneration or not, for or on behalf of any other person or entity to any department, organization, board, commission or tribunal with which they had direct and significant dealing during the period of 12 months immediately prior to the termination of their services to the APMC.
- (2) Pursuant to s.23.937 of the *Conflicts of Interest Act*, no former CEO shall, for a period of 12 months from the last day the former CEO held his or her position:
- (i) Lobby as defined in the *Lobbyists Act* any public office holder as defined in the *Lobbyists Act*;
 - (ii) Act on a commercial basis or make representations;
 - (iii) Make representations with respect to a contract with or benefit from APMC;
 - (iv) Solicit or accept on his or her own behalf a contract or benefit from APMC;
 - (v) Accept employment with an individual or organization or an appointment to the board of directors or equivalent body whom he/she has had a direct or significant dealing.

These restrictions are in addition to the restrictions in section 18(1) of this Code.

- (3) Once a member or employee has left the APMC, the member or employee must not disclose confidential information, including information pertaining to APMC processes, of which he or she became aware while a member or employee. He or she must not use contacts with former colleagues to gain an unfair advantage for his or her current circumstance.
- (4) Former CEOs who violate these post-employment restrictions are subject to a fine of up to \$50,000.

18 Political Activity

- (1) Members and employees can participate in political activities, including membership in a political party, supporting a candidate running for elected office, or running for elected office, subject to the following:
 - (i) Members or employees must not participate directly in soliciting contributions.
 - (ii) The Chair and CEO may not seek nomination as a candidate in a federal, provincial, or municipal election, nor hold office in a political party or constituency association without the prior approval of the Administrator or Executive Council, as appropriate.
 - (iii) Members or employees who run as candidates in a provincial, federal, or municipal election must take a leave of absence without pay commencing on the day after the writ for the election is issued or on the day that their candidacy is publicly announced, whichever is later. The restriction of soliciting contributions shall not apply to such members or employees once the leave of absence commences.
 - (iv) Members or employees who are elected to federal, provincial, or municipal office shall resign their appointment or employment effective the day of the election.
 - (v) Members or employees who seek election and are not elected, are entitled to return to the same or similar employment, effective the day after the election.
 - (vi) Members or employees engaged in political activities must not use APMC's properties, information, or work time for such purposes.
- (2) If a member or employee seeks an elected municipal, provincial, federal office, he or she must disclose to the Administrator their intentions in writing as soon as possible for further instructions relating to his or her duties with APMC.

19 Media Relations and Public Statements

- (1) Members and employees must not comment publicly to the media about the APMC or its work without first consulting with the Administrator. Members and employees must promptly notify the Administrator of any media requests for comment, and the Administrator will deal with them accordingly.
- (2) The responsibility for maintaining the confidentiality of information or documents includes the responsibility for ensuring that such information or documents are not directly or indirectly made available to unauthorized persons.
- (3) Members and employees must avoid using APMC's communication materials for personal reasons as this may potentially lead to a misunderstanding and possibly damage APMC's reputation.

20 Confidentiality

- (1) Members and employees shall handle confidential information with the utmost care and integrity and shall not disclose, release or transmit confidential information except as specifically authorized. The responsibility for maintaining the confidentiality of information includes the responsibility of ensuring that the information is not directly or indirectly made available to unauthorized persons.
- (2) Personal information of members and employees shall be collected, used, and disclosed as required by the *Freedom of Information and Protection of Privacy Act*. Accordingly, every member and employee will respect and protect an individual's privacy by ensuring that personal information is properly handled.

21 Disclosure of Criminal Charges

- (1) If a member or employee is charged with an offence under the *Criminal Code of Canada*, the *Controlled Drug and Substance Act*, any other federal statute, or a statute of the Province of Alberta, the member or employee shall immediately report such charge to the Administrator. In the event that a member or employee makes a report, the Administrator shall determine if the member or employee has:
 - (i) Created a real or perceived conflict of interest that impacts APMC's interests; and/or
 - (ii) Seriously compromised the member or employee's ability to continue to perform his/her role as a member or employee of the APMC.

22 Compliance with Other Applicable Laws, Regulations, and Rules

- (1) Members and employees shall act at all times in full compliance with both the letter and the spirit of all applicable laws. Members and employees should not only comply fully with the law, but should also avoid any situation which could be perceived as improper or indicate a casual attitude towards compliance.
- (2) Members and employees are expected to be sufficiently familiar with any legislation that applies to their work to recognize potential liabilities and to know when to seek legal advice.

23 Trade Knowledge and Intellectual Property

- (1) Any product or technology developed by members or employees in the course of their appointment or employment with APMC is the property of APMC.
- (2) A member or employee shall not sell, trade, market or distribute any such product or technology unless otherwise authorized by the Administrator or designate.

- (3) Members and employees must respect copyright and licence agreements.
- (4) At no time shall a former member or employee use or give to others confidential information obtained while employed at or engaged by the APMC. APMC retains for itself all proprietary rights in and to all new intellectual property arising out of the services the member or employee provided while employed at or engaged by the APMC.

24 Workplace Harassment

- (1) The APMC is an inclusive organization that values all members and employees without discriminating on the basis of their ethnic origin, religion, gender, age, sexual orientation, marital or family status, source of income, disabilities or any other prohibited grounds.
- (2) The APMC is committed to providing a work environment where all individuals are treated with dignity and respect. The APMC will not tolerate any discriminatory, harassing, bullying, threatening, abusive, or violent behaviour by or against any member, employee, prospective employee, member of the public, or any other individual affiliated with the APMC. Behaviour and/or situations that are contrary to a respectful workplace will be dealt with accordingly.
- (3) Members and employees must not discriminate against another member, employee, prospective employee, or a member of the public because of that person's race, colour, place of origin, ancestry, gender, age, marital status, religious beliefs (including indigenous spirituality), mental and physical ability, source of income, family status, sexual orientation, or any other category covered under the *Alberta Human Rights Act*.

25 Where to Get Advice

- (1) If a member or employee requires advice and guidance in determining whether misconduct or a conflict exists, or need clarification, members or employees may discuss the issue with:
 - (i) In the case of employees, the employee's supervisor or manager; or
 - (ii) In the case of members, the Administrator or designate.

PART 5

Code of Conduct Review

26 Reviewing the Code of Conduct

- (1) The Code of Conduct will be reviewed every 36 months by the Chair to ensure that it remains current and relevant.

Acknowledgement and Acceptance

Each member and employee confirms, on an annual basis, their understanding of, and commitment to, the expectations of the Code. A signed copy of the Code acknowledging your acceptance will be retained by the Administrator or designate of APMC. You will be provided with a copy for your records.

Name (Please print)

Witness (Please Print)

Title

Title

Signature

Signature

Date

Date