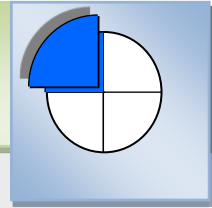


GP-3 CODE OF CONDUCT



Policy Type: Governance Process

The Board ~~shall conduct itself in an~~ ~~expects of itself and its Directors and Advisors~~ ethical, professional and lawful ~~manner~~ ~~conduct~~. This includes proper use of authority and appropriate decorum ~~when acting as Board members~~. ~~Board members~~ ~~It expects its Directors and Advisors~~ ~~shall~~ ~~to~~ treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters.

1. Board members ~~and members of Board committees~~ must have loyalty to the entire ownership, un-conflicted by loyalties to ~~the chief executive officer~~, staff, other organizations or ~~any~~ personal interests.
2. ~~Board members~~ ~~Directors~~ shall ~~are~~ accountable to exercise the powers and discharge their duties ~~of their office~~ honestly and in good faith ~~and in accordance with s. 148 of the~~ ~~Canada Not-for-profit Corporations Act~~.
 2. ~~Board members shall exercise the degree of care, judgement, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.~~
3. ~~Board members~~ ~~Directors~~ have an ongoing obligation to ~~must disclose~~ avoid a conflicts of interest ~~in accordance with s. 141 of the~~ ~~Canada Not-for-profit Corporations Act~~ ~~with respect to their fiduciary responsibility~~.
 - 3.1. ~~There must be no self-dealing or any conduct of private business or personal services between any Board Director and Advisor and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise "inside" information.~~
 - 3.1.1. ~~Board members will annually disclose their involvements with constituent associations that might be or might reasonably be seen as being in a conflict. Should a conflict arise between annual disclosures, the respective Director and Advisor shall make a timely disclosure of the new conflict.~~
 - 3.1.2. ~~Board members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict. Should a conflict arise between annual~~



~~disclosures, the respective Director or Advisor shall make a timely disclosure of the new conflict.~~

~~3.2. When the Board is to decide upon an issue, with respect to which a Director and Advisor has an unavoidable conflict of interest, that Director and Advisor shall recuse himself/herself without comment from not only the vote, but also from the deliberation.~~

~~3.3.3.1. Board members and members of Board committees shall not use their Board position to obtain employment at in Engineers Canada the organization for themselves, family members, or close associates. Board members ~~He or she~~ must first resign from the Board before applying for employment with Engineers Canada~~the organization~~.~~

4. Board members and members of Board committees shall maintain confidentiality with respect to all matters that come into their knowledge or possession in the course of performing their duties in accordance with GP-3.0.1. ~~not disclose information which the Board has deemed confidential.~~

5. Board members and members of Board committees shall not attempt to exercise individual authority over the chief executive officer or staff~~Engineers Canada~~the organization.

~~6.5. Board members' Directors' and Advisors' interaction unless authorized by the with the chief executive officer and or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.~~

~~7.6. Board members' Board members and members of Board committees shall not attempt to interaction with the public, press or other entities shall must recognize the same limitation and the similar inability of any Board member Director(s) and Advisor(s) to or speak for on behalf of the Board except to repeat explicitly stated Board decisions unless authorized by the Board.~~

~~8.7. Board members and members of Board committees, except the chief executive officer, will not express individual judgments of performance of the chief executive officer or staff other than Except for during participation in Board deliberations~~s~~, about whether the chief executive officer has put forward achieved a reasonable interpretation of Board policy, ~~Board members Directors and Advisors will not express individual judgments of performance of staff or the the chief executive officer or staff.~~~~

~~9.8. Board members and members of Board committees shall be familiar with the incorporating documents, by-laws, policies and legislation regulations, and policies governing of Engineers Canada the organization as well as the rules of procedure and proper conduct~~



~~of a meetings~~ so that ~~any~~ decisions of the Board may be made in an efficient, knowledgeable and expeditious fashion.

~~10. Board members will be properly prepared for Board deliberation.~~

~~11.~~

~~12.9.~~ Board members and members of Board committees will support the legitimacy and authority of Board decisions regardless of their ~~Director's or Advisors'~~ personal position on the issue.

~~13.10.~~ Board members and members of Board committees shall participate in Board educational activities that will assist them in carrying out their responsibilities.

~~14.11.~~ Board members shall attend meetings on a regular and punctual basis and be properly prepared to participate in Board deliberations.

~~15.12.~~ Board members and members of Board committees shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned and are reported.

~~16.13.~~ A Board member or a member of a Board committee ~~Director or Advisor~~ who is alleged to have violated this Code of Conduct shall be informed in writing and shall be allowed to present his or her views of such alleged breach at the next Board meeting. The complaining party must be identified. If the complaining party is a Board member, Director or Advisor, he or she and the respondent Board member ~~Director~~ shall recuse themselves from any vote upon resolution ~~of~~ censure or other action ~~that may be brought~~ by the Board. Board members ~~Directors and Advisors~~ ~~whothat~~ are found to have violated the Code of Conduct may be subject to the following sanctions and/or discipline:

- ~~requirement that the to Director or Advisor~~ discontinue or modify his or her ~~outside~~ conduct giving rise to the ~~complaint~~ conflict of interest,
- ~~or alternatively~~ resign his or her position as a Board member or committee member; with Engineers Canada;
- a report to the Board member's ~~Director's or Advisor's~~ regulatory body, ~~if appropriate;~~
- termination of position on the Board or the committee with or without notice; or
- such other reasonable and prudent sanction as appropriate in the circumstances.

~~14. In addition to the foregoing, the Board shall provide Directors with a summary of fiduciary responsibilities.~~ Upon appointment ~~to the Board,~~ new Board members and members of Board committees ~~and prior to the first meeting, a new Director will be required to~~ shall sign an acknowledgment of GP-3.04.1 Confidentiality. ~~and~~



17.15. ~~Upon appointment, new Directors shall sign the GP-3.1.1 Director Consent & Declaration, Oath or Affirmation of Office, acknowledging that he or she has read the Code of Conduct policy and the summary of fiduciary responsibilities, and that he or she is committed to comply with the Board's policies.~~

