



CODE OF CONDUCT POLICY

AUTHORITY

Board of Directors

REFERENCES

Public Agencies Governance Act (Alberta)
Public Interest Disclosure (Whistleblower Protection) Act (Alberta)
Freedom of Information and Protection of Privacy Act (Alberta)
Financial Administration Act (Alberta)
Conflict of Interest Act (Alberta)
Code of Conduct and Ethics (Public Service of Alberta)
New West Trade Partnership Agreement
PL-BD-03 Corporate Communications policy
PL-BD-05 Safe Harbour policy
PL-HR-08 Workplace Respect policy
PR-BD-02 Compliance and Exception Reporting procedure
Recognition and Affirmation of Compliance form
Declaration of Conflict of Interest form (board)
Declaration of Conflict of Interest form (team member)

SCOPE

This policy applies to all team members and the Board of Directors.

PURPOSE

All stakeholders of the corporation expect the organization to conduct itself with impartiality and integrity. It is this special obligation that demands that there not be, nor be any perception of, any conflict between the private interests of adherents and their respective duties to the corporation.

The code reflects a commitment to Travel Alberta's team principles and corporate values.

- (a) Team principles: trust, respect, collaboration, integrity
- (b) Corporate values:
 - i. Excellence drives everything we do
 - ii. We embrace teamwork
 - iii. We foster innovation
 - iv. We plan for and are accountable for results

The code provides a framework to guide ethical conduct in a way that enhances the integrity and reputation of the corporation. Adherents are expected to behave in a way that aligns with this code. They understand that this code does not cover every specific scenario. Therefore, they will use the spirit and intent behind this code to guide their conduct and exercise care and diligence during their work with Travel Alberta.



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The code shall be available to the public on the Travel Alberta website to demonstrate the corporation's commitment to transparency and accountability.
 The code shall be reviewed every three (3) years by the Board of Directors to ensure ongoing effectiveness.

DEFINITIONS

Adherents	All those required to adhere to the provisions of this code including team members and the Board of Directors.
Board of Directors or Board	The Board of Directors of Travel Alberta.
CEO	The Chief Executive Officer of Travel Alberta appointed pursuant to the <i>Travel Alberta Act</i> .
Code administrator	The officially appointed person who receives disclosures about those who have or may have been in non-compliance with the code. In the case of Board members or the CEO it is the Board Chair. In the case of team members, it is the CEO. In the case of the Board Chair, it is the Vice Chair.
Code	This code of conduct, as amended from time to time.
Conflict of interest	A set of circumstances in which an adherent's decisions are, or would reasonably be considered to be, influenced by their private interests, including but not limited to those of a relative, and as more fully set out in this code.
Corporation	Travel Alberta, as established pursuant to the <i>Travel Alberta Act</i> .
Declaration of conflicts of interest form	The form to be completed, as required, by team members and the Board to report conflicts or potential conflicts of interest under this code.
Investigator(s)	Those persons conducting an investigation pursuant to this code.
Key management personnel	Those individuals having authority and responsibility for planning, directing and controlling the activities of the corporation. For Travel Alberta, key management personnel include Board of Directors members and senior management of the corporation, including the chief executive or permanent head, and senior management group who have the day-to-day responsibility for managing the corporation's activities and operations, and who have been delegated authority and



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	executive powers to implement the planning, directing and controlling decisions and initiatives of the governing body.
Minor child	Any individual under the age of majority in Alberta
Private interests	Do not include: <ol style="list-style-type: none"> I. An interest in a matter: <ol style="list-style-type: none"> 1. that is of a general application, 2. that affects a person as one of a broad class of the public, or 3. that concerns the remuneration and benefits of an individual. II. A matter that would reasonably be considered trivial. III. An interest of an individual relating to publicly traded securities held in that individual's blind trust or in an investment arrangement.
Recognition and affirmation of compliance form	The form to be completed annually by team members and the Board confirming their compliance with the code.
Relative	Spouse, adult interdependent partners, children, stepchildren, legal dependents, parents, siblings, in-laws, grandparents, grandchildren, nieces, nephews, aunts, uncles and first cousins.
Spouse or adult interdependent partner	A party to a relationship between two persons who are living together on a bona fide domestic basis but does not include a spouse who is living apart from the team member if the team member and spouse have separated pursuant to a written separation agreement or if their support obligations and family property have been dealt with by a court order.
Team members	Individuals employed or retained by Travel Alberta, including wage staff, the CEO and people employed on a contractual basis.

APPLICATION

1. General

- (a) This code applies to all team members and the Board of Directors.
- (b) This code is in addition to any statute or common law and any instructions issued by the corporation, the Board, the Board Chair or the CEO. Further, team members of the corporation who are governed by the *Public Service Act (Alberta)* are also subject to the code of conduct and ethics for the Public Service of Alberta. If there is a conflict between

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this code and the code of conduct and ethics for the Public Service of Alberta, the more stringent of the two applies.

- (c) Where criminal activity is suspected by the code administrator, investigator, or an adherent the matter must be reported to the appropriate legal authority.
- (d) Conflicts between the private interests of adherents and their duty to the public not specifically addressed in this code are to be dealt with according to the principles and the intent of the code.

2. Coming into force

This revised code of conduct comes into force on December 12, 2022.

ADMINISTRATION OF THE CODE

3. Responsibility of the chair of the Board of Directors

The Chair of the Board of Directors will administer this code with respect to the Board members and the CEO. The Board Chair will ensure that all Board members are aware of their obligations under the code and will implement a process to ensure this annually. The Ethics Commissioner of the Province of Alberta can provide guidance and advice to the Board Chair about whether a proposed activity by the Board Chair would be a breach of this code.

4. CEO's responsibility

The CEO will administer this code for the team members and will issue instructions as necessary for implementation of the code. The CEO will ensure that team members are aware of their obligations under the code and will implement a process to ensure this annually. The Chair of the Board, Chair of the Audit and Finance Committee and/or Chair of the Governance and HR Committee can provide guidance and advice to the CEO about whether a proposed activity by the CEO would be a breach of this code.

5. Code administrator's responsibility

(a) The code administrator:

- i) receives and reviews the recognition and affirmation of compliance form and the declaration of conflicts of interest form,
- ii) ensures the confidentiality of all disclosures and ensures that any real or apparent conflict of interest is avoided or effectively managed,
- iii) is responsible for providing advice and managing concerns and complaints concerning non-compliance with the code, including conflicts of interest within Travel Alberta,
- iv) is responsible for ensuring procedural fairness even in situations where Travel Alberta may have a delegated process for responding to and managing concerns,
- v) may issue supplementary instructions, which modify but do not detract from matters dealt with in this code, if the supplemental instructions are not more permissive than this code or applicable legislation, and

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- vi) answers any adherent questions with respect to the interpretation or application of this code.
 - (b) Should the code administrator require assistance interpreting and applying the code, this assistance should be sought from the Chair of the Governance and HR Committee of the Board.
- 6. Adherent responsibilities
 - (a) Adherents must act with impartiality and integrity, in compliance with all applicable laws and regulations, and must demonstrate respect and accountability in accordance with all policies of the corporation.
 - (b) Adherents must not consume alcohol in a way that affects their performance and/or safety, or the performance and/or safety of their colleagues, or that negatively impacts the reputation or operations of the corporation. This applies to the workplace at any time and/or at any work-related functions or events.
 - (c) Adherents are prohibited from using prohibited drugs (including but not limited to medications not prescribed for the adherent) or drug paraphernalia at the workplace or during their employment or service to the corporation.
 - (d) Adherents must exercise reasonable judgment in assessing whether a real or apparent conflict of interest exists either for themselves or any other adherent and take appropriate steps to formally notify the code administrator in a timely manner. A failure to disclose a conflict of interest by adherents, or to take appropriate actions when knowingly engaged in or aware of a conflict of interest, may result in disciplinary action up to and including termination of employment.
 - (e) The code requires self-reporting in circumstances where adherents believe they have a conflict. All adherents, and particularly those who are responsible for the oversight or approval of contracts and expenditures, are obligated to report any known or apparent conflicts of others.
 - (f) Adherents identified as key management personnel must comply with any mandated related-party disclosure requirements, including the completion of an annual declaration of key management personnel transactions for financial reporting.
 - (g) Adherents are under an obligation to cooperate with an investigator and/or code administrator during an investigation. Failure to do so could be raised as a breach of the team member/employee or Board member/corporation relationship.
 - (h) Any adherent with questions regarding the interpretation or application of this code should contact the code administrator.

TEAM MEMBER RESPONSIBILITIES UNDER THE CODE

The following matters are specifically addressed by the code. Other items that are in the public interest that are not specifically addressed in this code will be dealt with according to the principles and the intent of the code.

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7. Furthering private interests

Adherents are in violation of this code if they:

- (a) Take part in a decision while carrying out their duties, knowing that the decision might be acting in their self-interest or furthering a private interest for themselves or their relative because of their position or through the carrying out of their duties,
- (b) Use their role to influence or seek to influence a corporate decision that could further a private interest for themselves or their relative, and/or
- (c) Use or communicate information not available to the public that was gained while carrying out their duties, to further or seek to further a private interest for themselves, or their relative.

In addition:

- a) in the case of the Chair and Chief Executive Officer of the Corporation, they shall not:
 - i) take part in a decision in the course of carrying out their office or powers knowing that the decision might further a private interest, a person directly associated with them or their minor or adult child;
 - ii) use their office or powers to influence or to seek to influence a decision to be made by or on behalf of the Crown or a public agency to further a private interest, a person directly associated with them or their minor child or to improperly further any other person's private interest;
 - iii) use or communicate information not available to the general public that was gained by them in the course of carrying out his or her office or powers to further or seek to further a private interest or any other person's private interest.

8. Contracting of goods and services

Where adherents are assigned responsibilities for contract development and management, including contract administration, selection of successful vendors, performance evaluation and/or authorization of new or renewed contracts, they are expected to fully perform their duties with impartiality, competence and procedural fairness. Adherents are in violation of this code if they have:

- (a) A financial or business interest in an agency/vendor,
- (b) A relative who has a personal relationship or financial or business interest in an agency/vendor,
- (c) An outside interest that impedes their ability to act impartially and objectively in respect of any agency/vendor, or
- (d) Received a gift or personal benefit from an agency/vendor, which could reasonably impede the adherent's ability to act impartially and objectively in respect of that agency/vendor.

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Exemptions to the above may only occur in accordance with this code of conduct, section 22 - Exemptions.

9. Dealings with others

- (a) As set out in PL-HR-08 Workplace Respect policy, Travel Alberta is committed to providing a work environment where all individuals are treated with dignity and respect. Travel Alberta will not tolerate any discriminatory, harassing, bullying, threatening, abusive or violent behaviour by or against any team member or prospective team member, member of the public, or any other individual affiliated with the corporation.
- (b) Adherents who exercise regulatory, inspection or other discretionary authority over others shall disqualify themselves from dealing with anyone with whom the relationship between them may reasonably bring the adherent's impartiality into question, with respect to those functions.
- (c) Relatives of adherents may work for Travel Alberta provided there is no opportunity to exercise favoritism and no conflict of interest exists for the adherent involved. An adherent may not supervise a relative or person with whom they have a personal relationship.
- (d) Adherents involved in the recruitment process shall disqualify themselves from competitions where applicants include relatives or other individuals where the continued participation of the adherent could raise a question as to their impartiality.
- (e) Adherents shall disclose and discuss with their code administrator situations that may be or may appear to be conflicts of interest under this section.

10. Outside employment

- (a) Team members may take supplementary employment, including self-employment, unless it:
 - i) causes a real or apparent conflict of interest,
 - ii) uses insider knowledge or inside intellectual capital,
 - iii) is performed in such a way as to appear to be an official act of the corporation, or to represent the corporation's opinion or policy,
 - iv) interferes through telephone calls, email, or otherwise with regular duties, or
 - v) involves the use of the corporation's premises, equipment, supplies, or proprietary knowledge.
- (b) Before accepting any supplementary employment, adherents are required to notify their code administrator in writing about the nature of such supplementary employment. The code administrator will review the proposed concurrent employment for real or apparent conflicts of interest. If there is no real or apparent conflict of interest, the code administrator may approve the employment in writing. If there is a real or apparent conflict of interest, the code administrator will then, in writing, deny the employment or

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allow the employment and put procedures into place to manage the real or apparent conflict of interest.

- (c) Remuneration paid to adherents must be employment income subject to appropriate employee tax deductions; if an adherent is employed by the corporation and retained on a contractual basis for services beyond the scope of their primary employment responsibility, the contractual arrangements will be made with the adherent and not a company controlled by the adherent to ensure that all necessary tax withholdings are made.
- (d) Adherents shall not allow the performance of their official duties to be influenced by offers of future employment or the anticipation of offers of employment.

11. Teaching

Team members may, with the consent of the CEO or designate, teach courses at institutions for a fee during normal working hours provided that:

- (a) acceptable arrangements can be made for the team member to perform all regular duties,
- (b) course preparation and marking are done on the team member's own time, and
- (c) no other conflict arises.

Where the teaching duties infringe upon normal duties, the CEO or designate shall determine if the team member must take a leave of absence with or without pay for teaching or may deny the request.

12. Volunteer activities

Adherents are encouraged to participate in volunteer activities. The restrictions as listed in section 10-Outside employment, also apply to volunteer activities. Adherents who are actively associated on a volunteer basis with any organization shall disclose to their code administrator their interest in such an organization where a conflict of interest may arise. Such adherents shall disqualify themselves from participating in any decision for the corporation, which could reasonably impact the organization.

13. Board appointments

Adherents are encouraged to participate on boards; however, such participation must not be, or appear to be, directly associated with the activities of the corporation or be in a position of a conflict of interest. Adherents are required to disclose all boards or equivalent governing bodies that they participate on where a real or apparent conflict of interest may arise.

14. Investment and management of private assets

- (a) Adherents must disclose to their code administrator all business or financial interests that directly relate to the corporation.
- (b) If a real or apparent conflict of interest situation exists under this section, the code administrator shall determine the method of resolution of the situation. Options for

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resolution include requiring the use of a blind trust, divestment of the asset or employment action up to and including termination of employment.

- (c) The code administrator may require financial disclosure of an adherent in specific positions where, in the opinion of the code administrator, a conflict of interest could likely occur.
- (d) Information which is disclosed to the code administrator under this section shall be maintained on a confidential basis.

15. Technology or products

Any technology or product, including electronic or digital property developed by adherents during their involvement with the corporation is the property of the corporation. Adherents shall not sell, trade, market, distribute, or disclose any such product or technology unless otherwise authorized by the CEO or Board Chair.

16. Political activity

There is no restriction upon adherent participation in political activity except that:

- (a) Adherents must not solicit or in any way accept contributions from the corporation to any political party and must comply with all applicable electoral finance laws.
- (b) Adherents may become candidates in an election and must notify the code administrator in such case.
- (c) Adherents who run as candidates 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.
- (d) Adherents who seek election and are not elected are entitled to return to the same or similar position, effective the day after the election.
- (e) Adherents who are elected to office shall resign their position effective the day of the election.

17. Acceptance of gifts

Adherents shall not accept fees, gifts or other benefits that are connected directly or indirectly with the performance of their duties, from any individual, organization or corporation, other than:

- (a) gifts made available to all at an event (e.g. door prize, attendee gift bags, etc.),
- (b) the normal exchange of reasonable hospitality between persons doing business together,
- (c) the normal exchange of gifts between friends,
- (d) tokens exchanged as part of protocol, or
- (e) the normal presentation of gifts to persons participating in public functions.

The above-mentioned gifts and hospitality should be of nominal or nil monetary value and shall not exceed a value greater than \$200 per gift. The total value of fees, gifts and benefits given

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from the same source in any calendar year cannot exceed \$400. The foregoing limits on the value per gift and value from a single source in any calendar year shall not apply to attendance at business or social events, conferences or meetings associated with or required in the performance of the duties of Adherents or of an industry-wide nature, if approved by Corporate Counsel, the CEO or the Board Chair.

18. Public statements

- (a) Adherents who speak or write publicly, including on social media platforms, shall ensure that they comply with Travel Alberta's PL-BD-03 Corporate Communication policy and must not release information in contravention of this code.
- (b) Adherents shall handle confidential information with the utmost care and integrity and shall not disclose, release or transmit information except as specifically authorized.
- (c) 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.

19. Misappropriation of assets

Misappropriation of assets is the intentional, illegal use of property, intellectual assets or money of the corporation for one's own use or some other unauthorized purpose. Asset misappropriation schemes include those frauds in which adherents employ trickery or deceit to steal or misuse the corporation's resources. In these cases, specific assets of the corporation are taken to directly benefit the adherent committing the fraud. Examples include cash theft, fraudulent disbursements and non-cash theft and misuse. Non-cash misappropriations involve those schemes where adherents steal or misuse the non-cash assets of the corporation, such as digital assets, equipment or supplies, for their own personal benefit. Misappropriating assets will result in disciplinary action up to and including termination of employment.

20. Disclosure of criminal charges

If an adherent is charged with an offence under the *Criminal Code of Canada* or the *Controlled Drug and Substances Act* or any other federal statute resulting from the adherent's behaviour while on or off duty, the adherent shall immediately report it to the code administrator.

21. Procedures specific to contracting of goods and services

- (a) A request for proposal will be undertaken prior to making contractual arrangements in accordance with applicable Government of Alberta regulations and policies, including the New West Trade Partnership Agreement and the *Financial Administration Act*.
- (b) Adherents who exercise regulatory, inspection or other discretionary authority over contractual arrangements with vendors/agencies shall disqualify themselves from vendor/agency involvement including contract administration, selection, performance evaluation, or authorization of new or renewing contracts where the relationship

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between the adherent and vendor/agency may bring the adherent's impartiality into question, with respect to those functions.

- (c) In exceptional situations where this would impair service delivery, adherents must advise their code administrator before exercising their authority.
- (d) Once the code administrator has been notified, the adherent shall only exercise their authority in accordance with instructions received. In emergency situations, adherents shall act impartially and notify the code administrator or designate immediately after exercising their authority.
- (e) Relatives of adherents may work or be affiliated with a vendor/agency provided there is no opportunity to exercise favoritism and no conflict of interest exists for the adherents involved. In this situation, the adherent and code administrator will jointly implement conflict management measures if the contract:
 - i) will result in payments of more than \$50,000, or
 - ii) may receive media or other public attention.
- (f) The conflict management measures in this situation must include, but are not limited to:
 - i) ensuring the conflict situation is clearly documented,
 - ii) introducing management processes to distance the adherent who has a conflict with the vendor/agency,
 - iii) reporting the matter to the code administrator prior to contract inception, and/or
 - iv) reporting the conflict to the Board Chair, and through the Board Chair to the Board at the earliest possible time.

22. Exemptions

Exemptions from this code may be granted by the code administrator only in exceptional circumstances which may include:

- a) a significant emergency or circumstance,
- b) the risk of dire consequences if the conflicted services are not allowed to proceed immediately,
- c) a unique specialty that can only be provided by a single vendor/agency, or
- d) a vendor/agency that is the only specialist immediately available to resolve an emergency situation.

23. Mitigation of conflict when an exemption has been granted

- a) If a real or apparent conflict of interest situation exists in a contracting situation, the code administrator shall determine the method of resolution of the situation. Options for resolution include, but are not limited to:
 - i) limiting the contract period to the shortest possible period to mitigate the exceptional circumstances,
 - ii) having the adherent with the conflict document the matter using a declaration of conflict of interest form,

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- iii) requiring the manager of the team member in conflict to approve and sign the contractual arrangement; in the case of a Board member in conflict, contractual arrangements must be signed by the Board Chair,
 - iv) requiring the manager of the team member in conflict to approve invoice billings; in the case of a Board member in conflict, invoice approvals must be signed by the Board Chair,
 - v) allowing the adherent in conflict to provide day-to-day direction to the vendor/agency if the adherent is the only person with the specialized skills to direct the work being undertaken with general oversight by someone of equal or higher authority,
 - vi) requiring the manager of the adherent to communicate the resolution to the code administrator in writing,
 - vii) requiring the manager to report the situation and mitigation in writing to the code administrator,
 - viii) where continued services are required, the manager will, as soon as feasible but in no circumstances beyond 60 days of contract inception, complete and disseminate a request for proposal, evaluate responses and choose a vendor/agency to resolve the situation which required the exemption.
- b) The code administrator must:
- i) ensure the conflict situation is clearly documented,
 - ii) ensure the management process is adequate to distance adherents who have a conflict with the vendor/agency,
 - iii) monitor the situation and update the status of the situation in the documentation at least monthly for the period of the contract, and
 - iv) report the matter to the Board at contract inception and at the close of contract; additional reporting may be requested by the Board.

RESPONSIBILITIES UNDER THE CODE SPECIFIC TO THE CEO

24. Concurrent employment

The CEO must not be involved in any appointment, business, undertaking or employment (including self-employment) other than that subject to the *Conflict of Interest Act*, unless they have received written approval from the Ethics Commissioner to do so and comply with any conditions included in the approval.

25. Publicly traded securities

Within 60 days of appointment to the position of CEO, the CEO is required to divest themselves of any beneficial interest in publicly traded securities, or ensure one or more of the following controls are in place regarding that beneficial interest:

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- (a) The securities are held in a blind trust or other investment arrangement approved by the Ethics Commissioner,
- (b) They apply to the Ethics Commissioner for approval to retain ownership of or a beneficial interest in the publicly traded securities and either obtains the Ethics Commissioner's approval or, if the approval is refused, takes any steps that the Ethics Commissioner directs with respect to the disposition of the ownership or beneficial interest, or
- (c) They acquire ownership of or a beneficial interest in publicly traded securities with the prior approval of the Ethics Commissioner.

26. Post-employment restrictions

- (a) No former CEO shall:
 - (i) for a period of 12 months from the last day in their position:
 - 1. lobby as defined in the *Lobbyists Act* any public office holder as defined in the *Lobbyists Act*, or
 - 2. act on a commercial basis or make representations on their own behalf or on behalf of any other person about any ongoing matter in connection with which they, while in a key management personnel role, directly acted for or advised a department or public agency involved in the matter.
 - (ii) for a period of 12 months from the last day they had a direct and significant official dealing with a department or public agency:
 - 1. make representations with respect to a contract with or benefit from that department or public agency, or
 - 2. solicit or accept on their own behalf a contract or benefit from that department or public agency.
 - (iii) for a period of 12 months from the last day they had a direct and significant official dealing with an individual, organization, Board of Directors or equivalent body of an organization, accept employment with that individual or organization or an appointment to the Board of Directors or equivalent body.
- (b) Nothing in this section restricts a current or previous CEO from:
 - (i) being appointed to the board of directors or a governing body of another public agency, or
 - (ii) accepting employment with a department of the public service or a public agency in accordance with Part 1 of the *Public Service Act*.

27. Disclosure and returns relating to persons directly associated

The CEO must file a disclosure statement and a return relating to persons directly associated each year at a time specific by the Ethics Commissioner.

RESPONSIBILITIES UNDER THE CODE SPECIFIC TO THE CEO AND BOARD CHAIR

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28. Decisions furthering private interests

- (a) Neither the Board Chair nor the CEO may take part in a decision while carrying out their office or powers knowing that the decision might further their private interest, a person directly associated with them, or their minor or adult child.
- (b) Neither the Board Chair nor the CEO may use their office or powers to influence or seek to influence a decision to be made by or on behalf of the Crown or a public agency to further their private interest, a person directly associated with them or their minor child or to improperly further any other person's private interest.
- (c) Neither the Board Chair nor the CEO may use or communicate information not available to the public that they gained while carrying out their office or powers to further or seek to further their or any other person's private interest.
- (d) The Board Chair and the CEO are in breach of this code if they fail to appropriately or adequately disclose a real or apparent conflict of interest.

PROCEDURES SPECIFIC TO ALL CONFLICTS AND VIOLATIONS OF THE CODE

29. Disclosure

- (a) Disclosure should occur in the following circumstances:
 - i) Board members and the CEO are required to disclose in writing to their code administrator any situation involving them that is a real or apparent conflict of interest. Any form of disclosure is appropriate, including but not limited to use of the declaration of conflict of interest form.
 - ii) Team members are required to disclose in writing to their code administrator any situation involving them that is a real or apparent conflict of interest. Any form of disclosure is appropriate, including but not limited to use of the declaration of conflict of interest form.
 - iii) Adherents are encouraged to report in writing to their code administrator a potential breach of this code by another. When reporting a potential breach in good faith and with reasonable grounds, adherents are protected from retaliation for such reporting in accordance with Travel Alberta's Safe Harbour policy.
- (b) It is the responsibility of each adherent to declare in writing to the code administrator those private interests and relationships that they think could reasonably be seen to impact the decisions or actions they take on behalf of the corporation. When there is a change in their responsibilities within the corporation or in their personal circumstances, adherents shall disclose in writing in any format, including but not limited to using the declaration of conflict of interest form, any relevant new or additional information about those interests as soon as possible. Where a real or apparent conflict of interest cannot be avoided, adherents must take the appropriate steps to manage the conflict.
- (c) Adherents must disclose any real or apparent conflict of interest so that their code administrator is aware of situations that could reasonably be seen as influencing the decisions or actions they are making on behalf of the corporation. This provides

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adherents, following a review by the code administrator, an opportunity to act to minimize or remove the conflict.

30. Action

- (a) If a conflict of interest arises, examples of appropriate actions include but are not limited to:
- i) immediate disclosure of the nature of the conflict of interest,
 - ii) withdrawal from any decision-making process,
 - iii) cessation of influencing decision-making or managing of the contract in any way, and
 - iv) documenting the matter using a declaration of conflict of interest form and defining the withdrawal in writing, summarizing the contractual engagement, and mitigating of the conflict of interest.
- (b) Options for subsequent management of a conflict of interest include but may not be limited to:
- i) removing the adherent from matters in which the conflict exists or is perceived to exist,
 - ii) the adherent giving up the private interest causing the conflict, or
 - iii) if appropriate or necessary, the adherent resigning their position with Travel Alberta.

31. Investigation

- (a) Once a potential violation of the code has been reported, the corporation's procedures for responding to and managing a potential breach will be promptly initiated. The code administrator will review the circumstances and details of the potential breach and will notify the alleged adherent. The alleged adherent has the right to receive full and complete information and the right to respond fully to the alleged violation. The identity of the reporting adherent will not be disclosed unless required by law or in a legal proceeding. The code administrator shall decide and complete a report in a timely manner.
- (b) The action taken by Travel Alberta in response to a report under the code will depend on the nature of the concern. More specifically:
- i) Conflicts or suspected conflicts will be documented in a declaration of conflict of interest form,
 - ii) An initial inquiry will be made to determine whether a more formal investigation is appropriate, and the form that it should take. Initial inquiries, which may include engaging independent professional advice, should begin within 15 business days of receipt of notice of the conflict,

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- iii) An investigation will be launched only if the initial inquiry has determined that further information is required to determine the nature, implications and remediation required,
 - iv) Where an investigation is required, it will begin within 15 business days of the findings of the initial inquiry, and
 - v) Where an investigation is required, the Board will be notified immediately.
32. Investigators
- (a) All investigators shall be independent and unbiased both in fact and appearance.
 - (b) Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
 - (c) Investigators must have competency in the area under investigation. Technical and other resources may be drawn upon as necessary to augment the investigation.
 - (d) Investigators have the right to engage independent professional advice (e.g. legal, human resources, accounting, etc.). Charges for the independent advice will be paid or reimbursed by the corporation.
 - (e) Investigators must submit to the Board a confidential written report on their findings.
 - (f) Decisions are to reflect applicable policy, legislation and natural justice. Members acknowledge the importance of seeking consistency in decision-making so that appeals with similar facts will result in decisions with similar outcomes.
 - (g) Investigators may establish appropriate arrangements with legal counsel to provide for privilege to protect communications between the investigator and the adherents. This may be considered to encourage complete disclosure by adherents without fear that it may prejudice the adherent in the future.
33. Report to the Board
- In camera, the Board of Directors shall receive each report regarding code of conduct investigations and any follow-up reports on actions taken and final outcomes.
34. Compliance reporting
- (a) Compliance reporting with respect to the code will be undertaken as required in the policy for compliance and exception reporting.
 - (b) Compliance with the matters relating to contract administration must be reported in the quarterly certificate provided by the Senior Vice-President and Chief Financial Officer to the audit committee. The Senior Vice-President and Chief Financial Officer will include a sub-certification process in support of the quarterly certificate within the finance group.
 - (c) Compliance reporting to the appropriate government entities shall also occur as required.
35. Review of decision



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- (a) Where the code administrator is the CEO, adherents may apply to the Board Chair for a review of a ruling of a conflict of interest.
- (b) Where the code administrator is the Board Chair, adherents may apply to the minister or their designate for a review of a ruling of conflict of interest.

36. Penalties and consequences

Adherents who do not comply with any provisions of this code, including taking part in a decision or action that furthers their private interests, may be subject to disciplinary action, up to and including termination. Depending on the incident, serious legal sanctions could also occur.

37. Affirmation

The code of conduct shall be provided by the code administrator to adherents annually at the same time as the recognition and affirmation of compliance form is circulated for completion.

The completed forms must be returned to the code administrator annually.

Revision history				
Version	Approved by	Approval date	Effective date	Sections modified
1.0	Board of Directors	April 1, 2020	April 1, 2020	Version updated under new policy framework
1.1	Board of Directors	December 15, 2022	December 15, 2022	Updates to sections 1, 2, 7, 17 and 25, as well as language standardization throughout