

Code of Conduct and Conflict of Interest Policy

Approved by the OCAF Board March 28, 2024

ORIGINAL EFFECTIVE DATE: April 1, 2024
LAST REVIEWED: N/A
SUBJECT TO REVIEW: March 2027

CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY

GENERAL

- 1.1 Application. This Code of Conduct and Conflict of Interest Policy (the “**Code**”) has been approved by the Board of Directors (the “**Board**”) of the Ottawa Climate Action Fund (the “**Corporation**”). This Code applies to the following persons (“**Persons**”) as the context requires: Directors of the Corporation (“**Directors**”); officers of the Corporation; members of committees of the Corporation (“**Committee Members**”); and other persons acting on behalf of the Board, including employees, investment managers, advisors and contractors. Due to employment or contractual relationships, Persons may be bound by corporate or other codes of conduct, conflict of interest policies and professional standards. This Code is not intended to supersede or replace those codes of conduct, conflict of interest policies or professional standards.
- 1.2 Complement to By-laws, etc. The provisions of this Code are intended to complement and enhance in a consistent manner, the requirements that arise at law and in the By-laws of the Corporation.

SECTION 2 DUTIES AND RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

- 2.1 Responsibilities. Each Director is expected to become an active participant of the Board to ensure the Board functions effectively as a whole. Every Director has a duty to:
- a) Be informed of the constating documents and legislation under which the Corporation exists, its By-laws, mission, values, codes of conduct, and policies as they pertain to the duties of a Director;
 - b) Keep generally informed about the activities of the Corporation and general trends in the sector(s) in which it operates;
 - c) Attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board;
 - d) Exercise, in the performance of their duties, the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
 - e) Be independent and impartial;
 - f) Act honestly and in good faith with a view to the best interests of the Corporation;
 - g) Not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;
 - h) Act with integrity and conduct themselves in a manner consistent with the nature and the responsibilities and the maintenance of public confidence in the conduct of the Board’s business;

- i) Offer their personal perspectives and opinions on issues that are the subject of Board discussion and decision;
- j) Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;
- k) Maintain solidarity with other Directors in support of a decision that has been made in good faith in a legally constituted meeting by the Board;
- l) Ask the Directors to review a decision, if they have reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations;
- m) Work with the staff of the Corporation on committees or task forces of the Board;
- n) Know and respect the distinction in the roles of Board and staff, consistent with the principles underlying the Corporation's governance policies;
- o) Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Corporation's By-laws and policies, and in particular with this Code; and
- p) Comply with all other codes and policies approved by the Board from time to time.

2.2 Conduct of Directors and Committee Members. Each Director and Committee Member will at all times conduct themselves in a manner that:

- a) Supports the purposes and mission of the Corporation;
- b) Serves the overall best interests of the Corporation;
- c) Subordinates their personal interests, and those of any particular constituency, to the best interests of the Corporation;
- d) Brings credibility and goodwill to the Corporation;
- e) Respects principles of fair play and due process;
- f) Demonstrates respect for individuals and human rights;
- g) Respects and gives fair consideration to diverse and opposing viewpoints;
- h) Demonstrates due diligence and dedication in preparation for, and attendance at, meetings, special events and in all other activities on behalf of the Corporation;
- i) Demonstrates good faith, prudent judgement, honesty, transparency and openness in their activities on behalf of the Corporation;

- j) Ensures that the financial affairs of the Corporation are managed and conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and stewardship;
- k) Avoids real or perceived conflicts of interest;
- l) Conforms to the By-laws, codes and policies approved by the Board, in particular this Code.

SECTION 3 CONFLICTS OF INTEREST

3.1 Paramourncy. The following provisions of the Code are intended to supplement provisions of the *Canada Not-for-profit Corporations Act* and the By-laws of the Corporation dealing with conflicts of interest.

3.2 Integrity. These provisions are intended to ensure the highest standards and maintenance of the integrity of the Corporation. Persons in positions of trust shall act at all times in the best interests of the Corporation rather than in their personal interests or the interests of particular constituencies. This means putting the interests of the Corporation ahead of any personal interest or the interest of any other person, group of persons or entity. It also means performing their duties and transacting the affairs of the Corporation in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Corporation, its Board, and its committees.

3.3 No Pecuniary Benefit.

- a) No Director or Committee Member shall directly or indirectly receive any profit from their position as such, provided that, notwithstanding anything herein contained to the contrary, Directors and Committee Members may receive reimbursement for reasonable expenses incurred by them in the performance of their duties as permitted in the By-laws and approved by the Board.
- b) The pecuniary interests of immediate family members (including the immediate family members of a Person's partner) or close personal or business associates of a Person, or a Person's partner, as applicable, are considered to also be the pecuniary interests of the Person.
- c) In special cases of strategic opportunities that are key to our mission and fit well with our project selection criteria a company related to a Board member can be awarded a contract or investment provided that the Board complies with the requirements of Ontario Regulation 4.01 under the Charities Accounting Act.

3.4 Definition of Conflict of Interest.

- a) A conflict of interest refers to a situation in which personal, occupational or financial considerations may affect, or appear to affect, a Person's objectivity, judgment or ability to act in the best interests of the Corporation and includes conflicts as described in subsection 3.5 hereof.

- b) A conflict of interest may be real, potential or perceived in nature.
- c) A real conflict of interest arises where a Person has a private or personal interest, for example, a close family connection or financial interest.
- d) A potential conflict of interest arises when a situation is capable of being a conflict of interest but is not yet in existence. For example, it may arise when a Person has a private or personal interest such as an identified future commitment. In such situations, a Person must exercise appropriate caution to ensure that the unrealized, possible conflict does not evolve into an actual conflict of interest.
- e) A perceived or apparent conflict of interest may exist when a reasonable, well- informed person has a reasonable belief that a Person has a conflict of interest, even if there is no real conflict.
- f) Full disclosure, in itself, does not remove a conflict of interest.

3.5 Examples of Conflict of Interest.

The following examples constitute conflicts of interest under this Code:

- a) Any circumstance that may result in a personal or financial benefit to a Person or their family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to the Corporation other than reimbursement of expenses of a Person as authorized by the Board or Corporation; or accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.
- b) Any circumstances where a Person or their family, business associate or friend is affiliated with a person, organization or entity which has a business relationship with the Corporation or is seeking or negotiating funding or other support from the Corporation.
- c) Subject to subsection 4.1, seeking, accepting or receiving any personal benefit from a supplier, vendor or any individual or organization doing or seeking business with the Corporation.
- d) Being a member of the board or staff of another entity or organization, which might have material interests that conflict with the interests of the Corporation; and, dealing with matters on one board, which might materially affect the other board.
- e) Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or dismissal of a family member, business associate, or friend of a Person.

3.6 Principles for Dealing with Conflict of Interest.

- a) Persons must openly disclose a conflict of interest as soon as the issue arises and before the Board, applicable committee, or Corporation deals with the matter at issue.

- b) If the Person is not certain whether they are in a conflict of interest position, the matter may be brought before the President and CEO, Chair of the Board, or chair of the committee, as applicable, or the Board for advice and guidance.
- c) If there is any question or doubt about the existence of a conflict of interest, which is not satisfactorily resolved by the President and CEO, Chair of the Board, or chair of the committee, as applicable, the Board may determine by majority vote if a conflict exists. The Person potentially in conflict of interest shall be absent from the discussion (but shall be counted in the quorum) and shall not vote on the issue.
- d) It is also the responsibility of Persons who are aware of a real, potential or perceived conflict of interest on the part of another Person to raise the issue for clarification, first with the Person in question and, if still unresolved, with the President and CEO, Chair of the Board, or chair of the committee, as applicable.
- e) A Person who has a conflict of interest must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on or participating in decisions relating to the matter and, unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
- f) The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting.

SECTION 4 GIFTS AND HOSPITALITY

- 4.1 Gifts and Hospitality. Persons shall not directly or indirectly offer or accept cash payments, gifts, gratuities, privileges or other personal rewards, which are intended to influence the activities or affairs of the Corporation. Persons may, however, give or receive modest gifts or hospitality as a matter of general and accepted business practice, provided the foregoing does not include cash or other negotiable instruments and provided further that proper accounting of any such expenses is made.

SECTION 5 COMPLAINTS AND DISPUTES INVOLVING DIRECTORS

- 5.1 The Board, in a meeting duly called for the purpose, shall review any complaints that a Director has violated any provision of the Corporation's By-laws or policies approved by the Board, in particular, this Code.
- 5.2 The Board shall similarly review disputes between Directors that interfere with the ability of the Board to carry on its affairs.
- 5.3 Complaints of a grave nature may be referred to an independent arbiter.
- 5.4 Allegations of illegal activity shall be immediately referred to appropriate authorities for investigation. Any Director against whom such allegations are made shall take a leave of absence from the Board pending completion of the investigation.

- 5.5 The review of such complaints or disputes shall include an opportunity for the Director concerned to present their position. Board members who originate, or are the subject of such complaints or disputes, must declare their conflict and recuse themselves from such meetings (but shall nonetheless be counted as part of the quorum).
- 5.6 Every attempt should be made to resolve such matters expeditiously and fairly.
- 5.7 The ruling of the Board shall be final. If the Director refuses to abide by the ruling, the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the Board, a request for the Director’s resignation or initiating a process to remove the person as a Director.

SECTION 6 CONFIDENTIALITY

- 6.1 Confidential Information. It is the responsibility of Persons to know what information is confidential and to obtain clarification when in doubt. Except as they may be compelled by applicable legal process, a Person must, both while having and after ceasing to be a Person, treat as confidential all deliberations of the Board and its committees held *in camera* and all information regarding the policies, internal operations, systems, business or affairs of the Corporation obtained by reason of their status as a Person and not generally available to the public. A Person shall not use information obtained as a result of their involvement with the Corporation for their personal benefit. Each Person shall avoid activities, which may create appearances that they have benefited from confidential information received during the course of their duties to the Corporation.
- 6.2 Adherence. I, the undersigned, acknowledge that I have read and understood this Code, and agree to abide by the provisions of the Code, and to take personal responsibility for complying with its requirements.

Name of Person: _____
Signature: _____
Date: _____