



CODE OF ETHICS - FOR DIRECTORS, MEMBERS AND EMPLOYEES

OBOA code of ethics policy for members and employees of the
association

CODE OF ETHICS FOR DIRECTORS, MEMBERS, CHAPTERS AND EMPLOYEES

Definitions:

Association means the Ontario Building Officials Association (OBOA).

Employee means a person included in the Employment Standards Act (Ontario) under an employee definition.

Members means a person who is a Government Member, Associate Member, Life Member, Student Member or Retired Member and “*Membership*” shall have a corresponding meaning.

The Board means the elected Board of Directors for OBOA.

1. Purpose.

The Board of Directors (the “Board”) of Ontario Building Officials Association (the “OBOA”) has adopted the following Code of Ethics (this “Code”) to apply to the Company’s directors, members, chapter executive/chapter members, and employees. This Code is intended to focus directors, members, and employees on areas of ethical risk, provide guidance to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, foster a culture of honesty and accountability, deter wrongdoing, and promote fair and accurate disclosure and financial reporting.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles. Employees are encouraged to bring questions about circumstances that may involve one or more of the provisions of this Code to the attention of the Chief Executive Officer (CEO). Directors, chapter executive/chapter members, and members should bring any such questions to the President of the board, who may consult with inside or outside legal counsel as appropriate.

2. Introduction.

Each director, chapter executive/chapter members, member and employee are expected to adhere to a high standard of ethical conduct. The good name of the OBOA depends on the way directors, members, chapters, and employees conduct business and the way the public perceives that conduct. Unethical actions, or the appearance of unethical actions, are not acceptable. Directors, members, and employees are expected to be guided by the following principles in carrying out their responsibilities:

- *Loyalty.* Directors, members, chapter executive committees, and employees should not be, or appear to be, subject to influences, interests, or relationships that conflict with the interests of the OBOA.

- *Compliance with Applicable Laws.* Directors, members, chapter executive committees, and employees are expected to comply with all laws, rules, and regulations applicable to the OBOA's activities.
- *Observance of Ethical Standards.* Directors, members, chapter executive committees, and employees must adhere to high ethical standards in the conduct of their duties. These include honesty and fairness.

3. Professional Excellence

Each Director, member, chapter executive committee, or employee shall: Maintain a professional level of courtesy, respect, and objectivity in all Association activities. Directors, members, chapter executive committees, and employees shall exercise judgement and decision making for the good of all members of the Association.

4. Integrity of Records and Public Reporting.

Directors, members, chapter executive/chapter members, and employees should promote the accurate and reliable preparation and maintenance of the OBOA's financial and other records. Diligence in accurately preparing and maintaining the OBOA's records allows the OBOA to fulfill its reporting obligations and to provide membership, governmental authorities, and the general stakeholders with full, fair, accurate, timely and understandable disclosure. In this regard, directors, members, chapter executive committees, and employees (where applicable) should: (a) accurately document and account for transactions on the books and records of the OBOA; and (b) diligently maintain reports, invoices, bills, payroll and service records, business measurement and performance records and other essential data. The Treasurer must also ensure that they produce, or cause to be produced, full, fair, accurate, timely and understandable disclosure in reports filed with the Canada Revenue Agency, the Province of Ontario, and other public communications.

5. Conflict of Interest.

Directors, members, chapter executive committees, and employees must ethically handle actual or apparent conflicts of interest between themselves and the OBOA. Any situation that involves a conflict of interest with the OBOA should be disclosed promptly. Employees should report the conflict of interest by bringing it to the attention of the CEO. Directors, chapter chairs and members should bring the conflict of interest to the attention of the President of the board, who may consult with inside or outside legal counsel as appropriate.

A "conflict of interest" can occur when an individual's personal interest is averse to—or appears to be averse to—the interests of the OBOA. Conflicts of interest also can arise when an individual, or a member of their immediate family, receives improper personal benefits because of their position with the OBOA.

“Immediate family” includes a person’s spouse (partner), parents (or anyone who stands in loco parentis), children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who shares such person’s home.

This Code does not attempt to describe all possible conflicts of interest which could develop. Some of the more common conflicts from which directors, members, chapter executive committees, and employees must refrain, however, are set forth below.

- *Improper conduct and activities.* Directors, members, chapter executive committee members, and employees may not engage in any conduct or activity that is inconsistent with the OBOA’s interests or that disrupts or impairs the OBOA’s relationship with any person or entity with which the OBOA has or proposes to enter a business or contractual relationship.
- *Compensation from non-OBOA sources.* Directors, members, chapter executive committees, and employees may not accept compensation (in any form) for services performed for the OBOA from any source other than the OBOA.
- *Gifts.* Directors, members, chapter executive committees, and employees and members of their immediate families may not accept gifts from persons or entities where any such gift is being made to influence their actions in their position with the OBOA, or where acceptance of the gift could create the appearance of a conflict of interest.
- *Personal use of Company assets.* Directors, members, chapter executive committees, and employees may not use OBOA assets, labour, or information for personal use, other than incidental personal use, unless such use is either (i) part of a compensation or expense reimbursement program, or (ii) approved by an authorized person. In the case of use by an employee or member other than the Chief Executive Officer, the authorized person will be the employee’s CEO or members President of the board. In the case of use by a director or the Chief Executive Officer, the authorized person will be the President of the board.

6. Corporate Opportunities.

Directors, members, chapter executive committees, and employees are prohibited from: (a) taking for themselves personally opportunities related to the OBOA’s business; (b) using the OBOA’s property, information, or position for personal gain; or (c) competing with the OBOA for business opportunities.

7. Confidentiality.

Directors, members, chapter executive committees, and employees shall maintain the confidentiality of information entrusted to them by the OBOA and any other confidential information about the OBOA, its business, partnerships, or vendors, that comes to them, from whatever source, except when disclosure is authorized or legally mandated.

For purposes of this Code, “confidential information” includes all non-public information relating to the OBOA, its business, partnerships, members, or vendors.

8. Compliance with Laws, Rules, and Regulations.

Directors, members, chapter executive committees, and employees shall comply with all laws, rules, and regulations applicable to the OBOA.

9. Reporting Illegal or Unethical Behavior.

Employees should report any actual or suspected violations of this Code promptly by bringing them to the attention of the CEO or by calling the President of the board.

Employees may also contact the appropriate person in accordance with the OBOA’s Whistleblower definition, as such definition may be amended from time to time.

“Whistleblower” is defined by this policy as a director, member, chapter executive committee member, or employee who reports, to one or more of the parties specified in this policy, an activity that they consider to be illegal, dishonest, unethical, or otherwise improper.

Directors and members should communicate any actual or suspected violations of this Code (and any concerns regarding accounting or auditing matters) to the President of the board.

Reported violations of this Code will be investigated by the Board of Directors or by a person or persons designated by the Board, except in the case of matters relating to accounting, internal accounting controls and auditing matters, which will be investigated by the Treasurer. Appropriate disciplinary action will be taken in the event of any violations of this Code, up to and including revocation of directorship, membership, certification, or employment. Directors, members, chapters, and employees may not be retaliated against for reporting actual or suspected violations of this Code in good faith. If a director, member, chapter executive committee member, or employee believes that they have been discharged, disciplined, or otherwise penalized for reporting a violation in good faith, they should immediately report that belief to the CEO and/or President of the board.

10. Waivers.

Any waivers of this Code for directors, members, chapter executive committees, and employees must be approved by the Board of Directors. Any waiver of this Code will be disclosed to the OBOA membership.

11. Responsibility

Directors, members, chapter executive committees, or employees who have breached or who are in a potential breach of this Code of Conduct may be requested to resign or may request an exemption from any such breach or potential breach, by a determination of a majority of the Members of the Board.