



CODE OF CONDUCT AND ETHICS

Revised May 2023

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PREAMBLE

This Code of Conduct and Ethics (this “**Code**”) establishes guidelines for ethical and interpersonal standards of conduct for the Board of Directors, Officers, Committee Members, Staff and Employees (each a “**Party**”, collectively the “**Parties**”) of the Professional Municipal Administrators of Newfoundland and Labrador (“**PMA**”) and includes provisions relating to conflicts of interest, gifts and benefits, and sanctions for breaching this Code.

1 STATEMENT OF PRINCIPLE

Each Party is named, elected, or hired to contribute, within their respective mandates, to the fulfilment of PMA’s mission and to the proper administration of its goods and services. The achievement of the objectives in the PMA Mandate, including the representation of the interests of municipal administrators to the provincial and federal governments, relies on the knowledgeable, thoughtful and impartial decisions of the Parties.

The purpose of this Code is to guide the Parties on how to carry out their duties in an honest and ethical manner that considers the principles of efficiency, credibility, confidentiality, and legality.

Accordingly, in carrying out their respective duties, each Party hereby commits to:

- a) prioritizing the needs of all Newfoundland and Labrador municipal administrators equally in the spirit of improving the well-being of all citizens of Newfoundland and Labrador;
- b) acting in accordance with the mission and organizational values expressed in the PMA Policy Manual; and
- c) acting in conformity with the written provisions of this Code and in a manner that carries out the spirit and intent hereof.

2 APPLICATION AND INTERPRETATION

2.1 Application

The Parties are required to be familiar with this Code, comply with its provisions, and report any suspected Violations (as defined herein) as described below in Article 6.

2.2 Interpretation

All capitalized terms not otherwise defined in this Code shall have the meaning ascribed to them in the By-Laws and Constitution of PMA (the “**Constitution**”).

2.3 Paramountcy

In the event of a conflict between the provisions of this Code and the provisions of the Constitution, the provisions of the Constitution shall prevail to the extent of such conflict.

2.4 Supplementary Nature

This Code is intended to supplement, not replace, any applicable Provincial or Federal laws.

3 STANDARD AND PRINCIPLES OF ETHICS

3.1 Act Independently

The Parties shall carry out their duties in a manner that is free and independent from their own interests.

3.2 Act with honesty and integrity

Within their respective mandate and functions, the Parties shall act with honesty and integrity in the interest of PMA. The Parties must demonstrate intellectual honesty towards the content of the mandate with which they were entrusted and the position they hold.

3.3 Act with discretion and restraint

The Parties must maintain the confidentiality of information they become aware of, or which is entrusted to them by PMA or its Members, customers, suppliers, partners, or other related party, except when disclosure is expressly authorized or legally required. Confidential information includes all non-public information, regardless of its source, involving or relating to PMA or any Member or related party.

In particular, the Parties must adopt an attitude of restraint towards media regarding facts and information that, if revealed, could be detrimental to the public interest or the proper functioning of PMA, or prejudicial to the privacy of a citizen, or group or subset of citizens, of Newfoundland and Labrador.

The obligation to maintain the confidentiality of information is perpetual and remains even after a Party ceases to hold office with or be employed by PMA. The Parties must at all times, now and in the future, respect and keep the confidentiality of all information, debates, exchanges and discussions of which they became aware while performing their duties and that were of a confidential nature.

3.4 Act without political partisanship

The Parties must avoid any and all political partisanship, express or implied, while carrying out their respective duties and while representing PMA including, without limitation, when discussing or making decisions on matters under consideration by PMA, or while speaking on behalf of PMA.

3.5 Act loyally

The Parties must carry out their respective duties in a manner that is loyal and faithful to PMA and in a manner that complies with and upholds the law. The Parties must avoid any situation or behaviour likely to discredit PMA, its Members, or any other Party hereto, or which could reasonably compromise the proper functioning of PMA.

The Parties owe a duty to PMA to advance PMA's interests when the opportunity arises. The Parties are prohibited for taking for themselves personally (or for the benefit of relatives or close associates thereof) opportunities that are discovered through the use of PMA assets, property, information, or position.

3.6 Act with respect and dignity

The Parties must always carry out their duties in a manner that is courteous and respectful to all other people and parties. The Parties must act with dignity when expressing their opinions publicly or internally.

The Parties commit to respecting the rules governing meeting procedures as set out in the Constitution or otherwise. As such, each Party recognizes both the authority of the Chair in all of his or her legitimacy and the sovereignty of the meeting.

The Parties must maintain an attitude of respect, dignity, and decorum in front of various audiences, including while participating in a Board, Committee, or other PMA meeting, or while attending an event with or on behalf of PMA.

The Parties must respect the integrity and good faith of their colleagues. In cases where a Party wishes to express doubt with regard to the integrity and good faith of a colleague or any other person, such Party must either disclose their concerns in accordance with Article 6 of this Code, or request to do so on camera.

3.7 Act to create a safe and positive environment

The Parties have a responsibility to promote a safe and positive environment. This is an environment that is free from harassment, violence or discrimination of any type in accordance with the PMA Harassment Free Workplace Policy and Procedures (See PMA Policy Manual).

The Parties must avoid all forms of discrimination prohibited by the *Charter of Rights and Freedoms* and any decisions that may exclude or favour somebody based on race, colour, sex, sexual orientation, marital status, age (except for measures relating to legal provisions), religion, political beliefs, language, ethnic or national origin, social condition, disabilities or the use of a means to mitigate these disabilities.

4 CONFLICT OF INTEREST

4.1 Definition

A conflict of interest (a “**Conflict of Interest**”) exists when a Party’s individual interests (or the interest of a relative or close associate thereof) interferes, appears to interfere, or could reasonably interfere with the interests of PMA as a whole.

For greater certainty, a Conflict of Interest shall be deemed to exist when a Party (or a relative or close associate thereof):

- a) Is, in any way, directly or indirectly interested in a proposed or existing contract with PMA;
- b) has a direct or indirect pecuniary interest in a matter under consideration by PMA; or
- c) has any other interests or takes actions that may make it difficult for such Party to perform their duties for PMA objectively and efficiently as required under this Code.

A Conflict of Interest involves an individual interest, and not one that is common to a large segment of the population, of which a Party is a part. In particular, a Party shall not be deemed to be in a Conflict of Interest merely because the proposed or existing contract or the matter under consideration by PMA involves or benefits a municipality or region in which the Party resides or works as a municipal administrator.

4.2 Duty to Avoid

The Parties have a duty to avoid all actual, potential, and perceived Conflicts of Interest unless specifically and expressly authorized in writing by resolution of the Board.

4.3 Duty to Disclose

Each Party is responsible for identifying any actual, potential, or perceived Conflicts of Interest.

Where a Conflict of Interest exists, such Party must disclose the nature and extent of their interest to the Board or Committee responsible for the contract or matter giving rise to the Conflict of Interest. Such disclosure must be made as soon as the Conflict of Interest arises or is discovered and, in any event, no later than:

- a) at the meeting of the Board or Committee, as the case may be, at which the contract or matter giving rise to the Conflict of Interest is first considered and before any discussion is had on the matter;
- b) if the Conflict of Interest does not exist, or is not discovered at the date of such meeting, at the first meeting of the Board or Committee, as the case may be, held after the Conflict of Interest arises or is discovered; or
- c) if the Conflict of Interest does not arise or is not discovered until after a decision is made on the applicable contract or matter, at the first meeting of the Board or Committee, as the case may be, held after such Conflict of Interest arises or is discovered.

4.4 General Requirements of Disclosure

Where a Party is in a Conflict of Interest, such Party shall request to have entered in the minutes of the meeting of the Board or Committee, as the case may be, the nature and extent of their interest in the contract or matter giving rise to the Conflict of Interest. The Chair of the meeting shall cause such disclosed information to be recorded in the minutes of the meeting.

4.5 Written Notice

Written notice from a Party, indicating the nature and extent of such Party's interest in a contract or matter giving rise to the Conflict of Interest, shall be deemed to be sufficient disclosure under this Article 4. Such notice must be given at a meeting pursuant to Articles 4.3 and 4.4 (above).

4.6 Duties

Any Party in a Conflict of Interest shall not participate in further discussions or vote on any resolution involving the contract or matter giving rise to such Conflict of Interest.

5 GIFTS AND BENEFITS

5.1 General Prohibition

No Party (or relative or close associate thereof) shall accept, either directly or indirectly, any gift or benefit that is related to their position with PMA or the performance of their duties therewith.

5.2 Permitted Gifts and Benefits

Notwithstanding Article 5.1 (above), a Party (or relative or close associate thereof) may personally accept any gift or benefit provided that such Party is satisfied in each instance that:

- a) acceptance of the gift or benefit will not bring his or her integrity or the integrity of PMA into question; and
- b) the gift or benefit is an incident of the protocol or social obligation that normally accompanies such Party's responsibilities in all the circumstances.

5.3 Disclosure

Where a Party (or relative or close associate thereof) receives a permitted gift or benefit in accordance with Article 5.2 (above) which has a value equal to or exceeding Three Hundred Dollars (\$300.00 CAD), such Party must file a disclosure statement with the Executive Director as soon as possible upon receipt of such permitted gift or benefit. The disclosure statement shall include the names of the grantor (if known) and the recipient(s), and a description of their relationship or connection, as well as a description of the permitted gift or benefit and its approximate value in Canadian Dollars (CAD).

The Executive Director shall maintain a record of all permitted gifts or benefits received by the Parties (or relatives or close associates thereof) and shall provide such records to the Executive Committee at each meeting thereof.

6 VIOLATIONS, REPORTING, AND SANCTIONS

6.1 Definitions

A “**Violation**” means a breach or omission of any provision of this Code by any Party and includes any acts or omissions that are in direct contravention of the spirit and intent of this Code. All Violations are subject to investigation and, where applicable, Sanctions, in accordance with this Article 6.

A “**Sanction**” means, with respect to a Violation, the preventative or disciplinary action the Board may impose on a Party. The Board may impose such Sanction as it deems appropriate in the circumstances, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities. For greater certainty, if the Board has reasonable suspicion of the occurrence of criminal conduct or other serious violations of the law, the Board shall notify the appropriate governmental authorities immediately upon discovery of such alleged occurrence.

6.2 Reporting and Investigation

Any actual, possible, or suspected Violation of this Code by any Party or Parties must be promptly reported to the Board in writing.

After receiving a report of an alleged Violation, the Board must take all appropriate actions necessary to investigate the allegation in a timely manner.

All Parties are required and expected to cooperate in any internal investigation by the Board.

6.3 Enforcement and Sanction

If, after investigating an alleged Violation, the Board is of the opinion that the allegations have merit, the Board shall notify the subject Party in writing of the alleged Violation and possible Sanctions that may be imposed on such Party if the Board determines a Violation of this Code has occurred (the “**Notice**”).

The subject Party may, within 15 days of the date of the Notice, advise the Board in writing of such Party’s desire to be heard, in person or in writing, in relation to the alleged Violation (the “**Response**”). The subject Party shall have the right to make submissions to the Board, in person or in writing, as the case may be, at such time as may be determined by the Board in its sole discretion, but in any event no earlier than 15 days and no later than 60 days following the Board’s receipt of the Response from the subject Party.

Failure by the subject Party to deliver a Response the Board within 15 days of the date of Notice shall be deemed a refusal by the subject Party to exercise its right to be heard.

After the subject Party has exercised or refused to exercise its right to be heard, the Board shall determine, by majority vote: (a) whether a Violation of this Code has occurred; and (b) if a Violation has occurred, the appropriate Sanction to impose on the subject Party.

6.4 Confidentiality

All information collected or discovered under this Article 6, whether through the Board's investigation or otherwise, shall be kept confidential at all times, unless, and only to the extent that, such information is made public by resolution of the Board.

7 ADMINISTRATION

7.1 Compliance

The Parties and, in particular, the Board, have the responsibility to ensure adherence to this Code.

7.2 Acknowledgment

All Parties are required to be familiar with the Code and comply with its provisions.

PMA shall ensure that the Parties are provided with, or have access to, a copy of this Code, and each Party shall sign and deliver to the Board an Acknowledgment of Receipt and Review in the form attached hereto as Schedule 'A' on an annual basis.

For certainty, failure to deliver a signed Acknowledgment to the Board as required under this Article 7 does not release a Party from being bound by this Code, but will constitute a Violation subject to Sanctions under Article 6 (above).

7.3 Amendment

The Board may, at any time and from time to time, by a two-thirds majority, amend this Code.

SCHEDULE 'A'

Acknowledgement of Receipt and Review

I, _____, acknowledge that on the ____ day of _____, 20____, I received a copy of PMA's Code of Conduct and Ethics and I read it, understood it and agree to comply with it.