

## INTENT

The Alberta Library (TAL) requires and expects everyone acting on behalf of TAL, including board members and staff, to exercise high ethical standards of conduct and practice fundamental honesty. This policy details these principles and standards. Board members and staff are committed to supporting the vision, mission, and values of TAL. Operating according to this code of conduct is a fiduciary responsibility and essential to protect the interests of TAL. Everyone is expected to comply with both the letter and the spirit of this code.

## INTRODUCTION

TAL is a non-profit corporation established under the Companies Act. Members each appoint a representative, known as a Proxy, to TAL. The Proxies elect candidates to the Board of Directors at the Annual General Meeting. The Board is responsible for effective governance and stewardship of TAL. Employees implement the Board's decisions and directives in the management and delivery of services.

TAL operates in accordance with:

- Provincial and federal legislation
- The Memorandum of Association and Articles of Association
- TAL's vision, mission, and values
- TAL's policies and procedures.

TAL's Board governs in a way that emphasizes:

- encouragement of, and respect for, diverse opinions
- its obligations to TAL's members
- clear distinction between Board and CEO roles
- collective, rather than individual, decision making.

## DIVERSITY, EQUITY, AND INCLUSION

TAL recognizes the important role we play as an employer and as a service provider to protect the public interest and help build a better society.

We commit to promoting equity, diversity, and inclusion (EDI) with our Board, staff, and members in our policies and practices. We aim to minimize systemic inequities, in collaboration with members and stakeholders, to contribute to the creation of an inclusive and equitable environment for all.

## **ETHICAL CONDUCT**

Board members, employees and anyone acting on behalf of TAL, are expected to:

- Recognize that the chief function of TAL is to serve the best interests of our members.
- Exercise a duty of care by behaving with the care, diligence, and skill that a reasonably prudent person would demonstrate in a similar situation.
- Speak with one voice by supporting board decisions even if their own view is contrary to the board's direction. A Board member who disagrees with a decision has the option of having this disagreement noted in the minutes. Once the decision has been made, however, it is presented with one voice.
- Refrain from acting in self-interest or furthering their private interests by virtue of their position or their relationship with TAL.
- Demonstrate integrity and respect, foster constructive dialogue and collaboration, and avoid acting on or being limited by personal biases.
- Support TAL by raising issues of concern.

## **CONFLICT OF INTEREST/CONFLICT OF COMMITMENT**

A conflict of interest is a situation in which there is or may be perceived to be a conflict between the financial benefit of a person or family member, and that person's obligations to TAL, such that an impartial observer might reasonably question whether decisions made by the person would be influenced by their own interests.

A conflict of commitment is a situation in which the external or personal activities, or relationships of a person are so demanding or organized in such a manner that they may interfere with the person's obligations to TAL.

1. TAL staff and Board members must be transparent and honest in their actions and decisions. This requires avoidance of actual, potential, or perceived conflicts of interest or commitment. Where there is an actual, potential, or perceived conflict, a Board member must disclose this to the Chair, who will determine an appropriate course of action.
2. Many Board members and employees have significant roles in other organizations. They are responsible for ensuring that they are clear whether they are speaking as a representative of TAL.
3. Board members or employees engaging in any form of political or related activity must ensure that a perception is not created that the political activity is not related to their position at TAL.

## **GIFTS**

Gifts are accepted or offered in the normal exchange of business relationships.

No gifts are to be accepted or offered if they grant, or appear to grant, preferential treatment by TAL, or create, or appear to create a conflict of interest.

Gifts which are not expected to create a conflict of interest are those received as:

- a token received as part of normal business relationship;
- a social obligation;
- a cultural practice;
- a normal exchange of hospitality between two persons doing business together;

or Gifts cannot be in the form of cash or cash equivalents.

### **CARE FOR ASSETS**

All TAL assets are used for authorized TAL purposes and in compliance with TAL policies and procedures.

All TAL's assets, whether tangible or intangible, should be treated with respect and care, including appropriate use of TAL's equipment. Intangible property such as information should be used only for the purpose for which it was provided.

Use of TAL's electronic infrastructure complies with TAL's internal policies and procedures that guide the storage, use and transmission of information.

### **CONFIDENTIALITY AND PRIVACY**

Any information received through participation in TAL activities should be kept confidential, and not disclosed unless properly authorized or legally required.

Trustees will maintain this obligation even after they have left the Board. Employees will maintain this obligation even after they have left TAL.

### **COMPLIANCE AND ACCOUNTABILITY**

All Board members and employees are accountable for adhering to this Code of Conduct. If there is a perceived break of this Code, it will be reported to the Chair, who will investigate and report back to the Board. The Board may then choose to act including requesting a resignation from the Board or asking the member to appoint an alternative Proxy.

Breaches of this code by staff members will be dealt with by the CEO as a performance issue. If the CEO breaches this code, it will be dealt with by the Board Chair in consultation with other Board members.

### **RELATED DOCUMENTS**

- *Conflict of Commitment and Conflict of Interest Procedures*
- *Conflict of Commitment and Conflict of Interest Disclosure Form*

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