



ALBERTA MOTOR VEHICLE  
INDUSTRY COUNCIL

# AMVIC

## Code of Conduct

1.	INTRODUCTION.....	2
2.	DEFINITIONS .....	2
3.	APPLICATION OF THE CODE OF CONDUCT .....	4
4.	CORE VALUES.....	4
5.	ADMINISTRATION OF THE CODE OF CONDUCT .....	4
5.1	Administration .....	4
5.2	Receiving and investigating complaints and responding to a breach .....	5
6.	OBLIGATIONS FOR ALL AMVIC.....	6
6.1	Impartiality .....	6
6.2	Furthering Private Interests and using influence and insider information.....	6
6.3	Disclosure of real or apparent conflicts of interest .....	7
6.4	Report conflicts of interest or breach by others.....	8
6.5	Acceptance of gifts (restrictions and monetary limits) .....	8
6.6	Concurrent outside employment .....	9
6.7	Existing or anticipated offers of future employment or appointment.....	9
6.8	Political activity.....	9
6.9	Employment of relatives and associates .....	10
6.10	Public statements .....	10
6.11	Confidentiality .....	10
6.12	Compliance with applicable laws, policies and procedures .....	11
6.13	Disclosure of criminal charges .....	11
6.14	Use of AMVIC premises and equipment .....	11
6.15	Trade knowledge and intellectual property .....	12
6.16	Discrimination and harassment .....	12
6.17	Monitored compliance .....	12
6.18	Competence and integrity .....	12
7.	ADDITIONAL OBLIGATIONS FOR CEO ONLY .....	12
7.1	Restrictions on holdings .....	12
7.2	Disclosure statements and returns .....	13
7.3	Post-employment restrictions .....	13
7.4	Concurrent employment or appointment to other offices.....	14
8.	BOARD OF DIRECTORS ONLY .....	14
8.1	Requirements of fiduciaries at common law .....	15
8.2	Application of general fiduciary principles to Directors.....	15
8.3	General fiduciary responsibilities.....	15
9.	NOTICE PERIOD OR AFFIRMATION .....	16
10.	ACKNOWLEDGEMENT AND ACCEPTANCE .....	17
11.	AMENDMENT HISTORY.....	18

## 1. Introduction

The Code includes conflict of interest and applies to All AMVIC. The Code reflects a commitment to the Council's values and provides a framework to guide ethical conduct and conflicts of interest in a manner that upholds the integrity, objectivity, impartiality and reputation of the Council. All AMVIC are expected to behave in a way that aligns with this Code and understand that this Code does not cover every scenario. Therefore, All AMVIC will use the spirit and intent behind this Code to guide their conduct, as well as exercise care, good judgement and diligence in the course of their work with the Council.

To demonstrate commitment to transparency and accountability, this Code is available to the public via the Council's website. In addition to the Code, All AMVIC must understand and adhere to the following AMVIC policies:

- Board Governance Policy
- FOIP Policy
- General Complaints Policy
- Internal Whistleblower Policy
- Respectful Workplace Policy
- Social Media Policy
- Acceptable Use of AMVIC Electronic Devices Policy
- Employee Handbook

All AMVIC are encouraged to be familiar with all policies which are addressed during onboarding or orientation and are available to All AMVIC.

## 2. Definitions

- i. "All AMVIC" means an officer, Senior Official, chief executive officer, Board of Directors or full and part-time employees of the Alberta Motor Vehicle Industry Council (AMVIC);
- ii. "Assistant Deputy Minister" (ADM) means an individual as appointed by the Minister; charged with the administration of the *Consumer Protection Act*, or such successor legislation in the Province of Alberta under which the Minister or a government official has the authority to delegate to the Council the authority to licence and regulate the Automotive Business industry ;
- iii. "Automotive Business" means "Automotive Business" as defined in the Designation of Trades and Businesses Regulation, Alta. Reg. 178/1999, as amended;
- iv. "Associated" means a relationship, transaction or connection such that the relationship, transaction or connection:
  1. Has the potential to affect, or give the appearance of affecting, the ability of an officer, Senior Official, designated senior official, Director or employee to act impartially on behalf of AMVIC in a transaction; or
  2. Between AMVIC and the individual would or would be seen, to confer a direct or indirect benefit upon the officer, Senior Official, designated senior official, Director or employee;
- v. "Benefit" means a direct or indirect monetary or non-monetary advantage and includes the avoidance of a detriment;
- vi. "Board of Directors" means the Board of Directors of the Council;
- vii. "Business Associate" means a business or working relationship;

- viii. "Bylaws" means the bylaws made by the Board of Directors and approved by the Minister in accordance with section 136(2) of the *Consumer Protection Act* and the Automotive Business Regulation.
- ix. "CEO" means the individual selected by the board as the chief executive officer of the council and includes an acting CEO;
- x. "Chair" means the chair of the Board of Directors as appointed pursuant to the Automotive Business Regulation;
- xi. "Code" means the AMVIC Code of Conduct;
- xii. "Code Administrator" means the position that is responsible for providing information and guidance regarding administration of the Code of Conduct. The Code Administrator is also responsible for initial fact finding and investigations of complaints, maintaining the records, and initiating a review;
- xiii. "Conflict" or "Conflict of Interest" means both real or apparent conflicts;
- xiv. "Council" means the Alberta Motor Vehicle Industry Council;
- xv. "CPA" means the *Consumer Protection Act*, R.S.A. 2000, Chapter C-26.3, as amended;
- xvi. "Deputy Minister" (DM) means an individual as appointed by the Minister; charged with the administration of the *Consumer Protection Act*, or such successor legislation in the Province of Alberta under which the Minister or a government official has the authority to delegate to the Council the authority to licence and regulate the Automotive Business industry;
- xvii. "Director" means a member of the Board of Directors of the Council;
- xviii. "Family" means, in respect of a person, the person's mother, father, spouse or adult interdependent partner, son or daughter and any relative of the person who lives with the person;
- xix. "Fiduciary" means
  1. Noun: A person to whom property or power is entrusted for the benefit of another;
  2. Adjective: Of or pertaining to the relation between a fiduciary and their principal: *a fiduciary capacity; a fiduciary duty;*
  3. Of, based on, or in nature of trust and confidence, as in public affairs: *a fiduciary obligation of government employees;*
- xx. "Manager" means the position to which the employee reports. For Directors this means the Chair;
- xxi. "Minister" means the Minister charged with the administration of the *Consumer Protection Act*, or such successor legislation in the Province of Alberta under which the Minister or a government official has the authority to delegate to the Council the authority to licence and regulate the Automotive Business industry;
- xxii. "Person" means an individual, corporation, association, partnership, organization, proprietorship, Senior Official, Director or employee;
- xxiii. "Person directly associated" means
  1. The person's spouse or adult interdependent partner,
  2. A corporation having share capital and carrying on business or activities for profit or gain and the person is a director or senior officer of the corporation,
  3. A private corporation carrying on business or activities for profit or gain and the person owns or is the beneficial owner of shares of the corporation,
  4. A partnership
    - i. of which the person is a partner, or
    - ii. which one of the partners is a corporation with the person by reason of clause(2) or (3),

5. A person or group of persons acting with the express or implied consent of the person.
- xxiv. "Private Interests" does not include an interest:
  1. In a matter that is of general application, or
  2. That affects a person as one of a broad class of the public, or
  3. That affects the compensation or benefits of all AMVIC as a group, or
  4. That is trivial;
- xxv. "Senior Officials" are defined as one of the following:
  1. The chief executive officer or acting chief executive officer.
  2. The Chair whose position applies to a public council to which the *Alberta Public Agencies Governance Act* applies and the subsidiaries of the public council as appointed by the Automotive Business Regulation.
- xxvi. "Regulation" means the Automotive Business Regulation, Alta Reg. 192/99 as amended.

### 3. Application of the Code of Conduct

The Code applies to All AMVIC.

Albertans have a right to service that is conducted with impartiality and integrity. This obligation to Albertans demands that there not be, nor seem to be, any conflict between the Private Interests of All AMVIC and their duty to the public. At the same time, All AMVIC should enjoy the same rights in their private dealings as any other citizen unless it can be demonstrated that a restriction is essential to the public interest.

Managers are expected to promote an ethical culture within their area and to lead by example. Managers must also be available to discuss ethical issues with employees to ensure all employees understand the requirements of the Code and direct employees appropriately if unable to address their concerns.

### 4. Core values

Applies to All AMVIC:

- Act with impartiality, integrity and objectivity.
- Demonstrate respect, fairness and accountability.
- Demonstrate duty and responsibility for decisions, actions and behaviours.
- Ensure that confidentiality of information or documents is maintained.
- Exercise use of continuous improvement to achieve excellence.
- Ensure they are not in conflict between their Private Interests and duty to the public.

### 5. Administration of the Code of Conduct

#### 5.1 Administration

For a disclosure, breach or allegation of a breach the following reporting structure applies:

- For the CEO and Directors other than the Chair - the Chair is the Code Administrator.
- For employees other than the CEO - the Human Resources Manager is the Code Administrator.

- For the Human Resources Manager – the CEO is the Code Administrator.
- For the Chair - the Board Treasurer is the Code Administrator.

The Code Administrator receives and ensures confidentiality of all disclosures and ensures that any real or apparent conflict of interest is avoided or effectively managed. As well, the Code Administrator is responsible for providing advice and managing concerns and complaints regarding potential breaches of the Code, including conflicts of interest within the Council. The Code Administrator is responsible for assessing the need to initiate a review. Even though the Council may have a delegated process for responding to and managing concerns, the Code Administrator is responsible for ensuring procedural fairness.

The Code Administrator may also issue instructions as necessary for implementation of the Code. The Code Administrator may issue supplementary instructions that modify but do not detract from matters dealt with in the Code, provided that the supplemental matters are not more permissible than this Code.

Employees who do not comply with the provisions of the Code may be subject to disciplinary action, consistent with the severity of the infraction, up to and including dismissal.

Directors who do not comply with the Code may be subject to action in accordance with the Regulation and AMVIC Bylaw 1-Governance.

## 5.2 Receiving and investigating complaints and responding to a breach

### 5.2.1 Complaints

Complaints must be made in writing to the Code Administrator. The Code Administrator will initiate the investigation. The Code Administrator will also maintain the record of the complaint. All AMVIC are protected from retaliation when reporting a potential breach in good faith and with reasonable grounds.

### 5.2.2 Anonymous complaints

Anonymous complaints will not be considered.

### 5.2.3 Malicious complaints

An allegation of a breach of the Code has the potential to cause significant personal harm to the person who is alleged to have committed the breach. As such, malicious complaints will not be tolerated and may result in consequences for the person who made the complaint, including termination of employment.

### 5.2.4 Responsibility for investigating breaches and issuing decisions

Once a potential breach has been reported, the Council's procedures for responding to and managing a potential breach will be promptly initiated. The Code Administrator will interview all potential witnesses, including the person who is alleged to have committed the breach and investigate all available documentation. The person who is alleged to have committed the breach will be provided with an opportunity to state their case.

The Code Administrator will issue a written decision with their findings. A record of the decision and documentation will be maintained. The written decision will set out a deadline within which the decision may be appealed.

### 5.2.5 Appeals

The request for an appeal must be submitted in writing to the appropriate appeal body based on the following reporting structure:

- The CEO and Directors other than the Chair may appeal a decision of the Code Administrator to the ADM.
- Employees, other than the Human Resources Manager and the CEO, may appeal a decision of the Code Administrator to the CEO.
- The Human Resources Manager may appeal a decision of the Code Administrator to the Chair.
- The Chair may appeal a decision of the Code Administrator to the DM.

### 5.2.6 Record

The Code Administrator will maintain copies of all written complaints, findings, warnings, reprimands and notices of disciplinary action regarding a breach of the Code.

## 6. Obligations for All AMVIC

### 6.1 Impartiality

When exercising regulatory, inspection, approval or other discretionary authority over others, All AMVIC must carry out their duties with impartiality at all times.

### 6.2 Furthering Private Interests and using influence and insider information

All AMVIC must not act in self-interest or further Private Interests by virtue of their position or through carrying out their duties. All AMVIC are in conflict of interest and in violation of the Code if they:

- Take part or are perceived to take part in a decision in the course of carrying out their office or powers, knowing that the decision might further a Private Interest of themselves, or a person directly associated or their minor or adult child.
- 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 a Private Interest of themselves, or a person directly associated, their minor or adult child or to improperly further any other person's Private Interest.
- Use or communicate information not available to the general public that was gained in the course of carrying out their office or powers to further or seek to further a Private Interest of themselves or any other person's Private Interest.
- All AMVIC breaches this section if they fail to appropriately and adequately disclose a real or apparent conflict of interest.

### 6.3 Disclosure of real or apparent conflicts of interest

All AMVIC must appropriately and adequately disclose in writing to the Code Administrator at the earliest opportunity any situation in which their involvement could be a real or apparent conflict of interest.

Where an actual or apparent conflict of interest cannot be avoided, All AMVIC and the Code Administrator must take the appropriate steps to manage the conflict.

All AMVIC who have a financial interest and may be in breach of the Code, must provide a complete written disclosure of the nature of that interest to the Code Administrator. This includes:

- Publicly traded companies that involve Alberta based automotive businesses;
- Related regulated company or industry where either the transaction or information may result in furthering a Private Interest as identified in section 6.2.

All AMVIC understand that such information may be publicly disclosed by AMVIC if AMVIC identifies a need to transparently disclose the nature of the potential conflict and the approach taken to avoid any allegation of impropriety.

In addition, All AMVIC shall disclose in writing any relevant new or additional information about those interests as soon as possible.

All AMVIC can manage a conflict by:

- Removing themselves from matters in which the conflict exists or appears to exist;
- Giving up the particular Private Interest causing the conflict; or
- In rare circumstances, resigning their position with the Council.

All AMVIC has a responsibility to consider whether or not their own investments or the investments of their mother, father, spouse or adult interdependent partner, son or daughter and any relative of the person who lives with the person—including directly owned stocks—create a real or apparent conflict of interest with their work and, if at all possible, avoid conflict or remove themselves from the conflict.

The following types of assets and interests are not subject to disclosure:

- Annuities and life insurance policies
- Guaranteed investment certificates
- Registered retirement savings plans, mutual funds, pension plans, registered savings plans under federal or provincial government programs, provided the employee has no control over decisions of the plan, fund, or other vehicle to buy, sell, or hold those underlying securities
- Security investments of fixed value issued or guaranteed by the federal or provincial government
- Cash and deposits
- Works of art, antiques, collectables, vehicles, household goods, personal effects.

In addition to the above the CEO shall comply with section 7 of the Code, and Directors shall comply with section 8 of this Code.



#### 6.4 Report conflicts of interest or breach by others

All AMVIC has a responsibility to report any fraud, misconduct, or situations of real or apparent conflicts of interest of others. These situations must be reported to the Code Administrator so that appropriate steps can be taken to address the matter.

No action will be taken against an individual for reporting fraud, misconduct or a real or apparent conflict of interest unless the report is made maliciously or without reasonable grounds. Wherever possible the name of the person reporting such information will be kept confidential.

#### 6.5 Acceptance of gifts (restrictions and monetary limits)

All AMVIC must not use their position to solicit gifts, hospitality, or other benefits. All AMVIC shall not accept gifts, hospitality or other benefits that are or may be perceived as being connected directly or indirectly with the performance of their duties from any individual or organization, other than in the following limited instances:

- (a) within the course of the normal exchange of gifts, hospitality or other benefits between persons doing business together;
- (b) tokens exchanged as part of protocol;
- (c) the normal presentation of gifts, hospitality, or other benefits to people participating in public functions;

provided in all instances that such gifts, hospitality or other benefits must not be of such a nature that they could have a real, apparent, or potential influence on All AMVIC's objectivity and impartiality in performing their duties on behalf of AMVIC.

All AMVIC must not accept cash or cash equivalents as gifts.

The value of a single tangible gift permitted under this section shall not exceed \$250. The total value of all tangible gifts received by All AMVIC in a calendar year from a single source shall not exceed \$250. Hospitality that is incidental to a meeting (such as a business lunch or dinner) is considered a tangible gift and subject to these limits.

The value of a single event invitation, inclusive of admission, travel fees, hospitality and accommodation, shall not exceed \$400. The total value of all event invitations received by All AMVIC in a calendar year from a single source shall not exceed \$400.

All AMVIC may accept paid conference invitations. The value of any single conference invitation accepted (inclusive of admission, travel, accommodation, hospitality, and other incidentals) shall not exceed \$1,500. The total value of all conference invitations received from a single source in a calendar year shall not exceed \$1,500. Any conference invitation exceeding these monetary limits may be accepted with prior written approval from the Code Administrator, whose permission shall only be granted in writing, in accordance with the principles and provisions of this Code, and where acceptance of the conference invitation would not create a real or apparent conflict of interest.

## 6.6 Concurrent outside employment

All AMVIC may participate in a supplementary appointment, business, undertaking or employment, including self-employment ("Supplementary Employment") unless it:

- (a) causes a real or apparent conflict of interest;
- (b) is performed in such a way as to appear to be an official act of AMVIC, or to represent AMVIC'S opinion or policy;
- (c) interferes through telephone calls, email, or otherwise with regular duties or has an impact on the employee's performance or impartiality with AMVIC; or
- (d) involves the use of insider knowledge or of AMVIC'S premises, equipment, supplies, or proprietary knowledge.

Prior to accepting any Supplementary Employment, All AMVIC must notify their Code Administrator in writing about the nature of such Supplementary Employment. The Code Administrator must review the proposed Supplementary Employment for real or apparent conflicts of interest. If there is no real or apparent conflict of interest, the Code Administrator must approve the Supplementary Employment in writing. If there is a real or apparent conflict of interest, the Code Administrator must then, in writing, either deny the Supplementary Employment or allow the Supplementary Employment and put procedures in place to manage the real or apparent conflict of interest.

All AMVIC must not accept additional compensation for duties performed in the course of their AMVIC responsibilities.

The CEO must comply with the requirements of section 7.4 below regarding restrictions on concurrent employment or appointment to other offices.

## 6.7 Existing or anticipated offers of future employment or appointment

All AMVIC must not allow the performance of their official duties to be influenced by offers of future employment or the anticipation of offers of employment nor may they use their position or AMVIC premises or equipment to promote their services as a private consultant.

All AMVIC considering a new offer of appointment or employment must be aware of and manage any potential conflicts of interest between their current position and future circumstances and must remove themselves from any decisions affecting their appointment or employment.

## 6.8 Political activity

All AMVIC may participate in political activities including holding membership in a political party, supporting a candidate for elected office or seeking elected office. Any political activity must be clearly separated from activities related to the business of AMVIC, must not be done while carrying out the business of AMVIC and must not make use of AMVIC facilities, equipment, paid AMVIC time or resources in support of these activities.

All AMVIC who run as candidates in a municipal, provincial, or federal election must take a leave 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. If elected, All AMVIC must resign their employment. If not elected, All AMVIC is entitled to return to the same or similar employment.

All AMVIC may run for school board office without taking a leave and may hold a school board office position without resigning their employment. Section 6.6 applies.

All AMVIC must not participate directly in soliciting contributions for a political party.

## 6.9 Employment of relatives and associates

All AMVIC must disqualify themselves from the selection, hiring, or direct supervision of relatives or any other individuals that could raise a question regarding their impartiality.

In limited circumstances, AMVIC may permit relatives of All AMVIC to work in the same group or branch provided that human resources, Manager and the Code Administrator take all steps necessary to ensure that there is no opportunity to exercise favoritism and that no conflict of interest exists for All AMVIC involved.

All AMVIC must disclose to their Manager and Code Administrator all situations that may be or appear to be conflicts of interest under this section as far as these are known to them.

## 6.10 Public statements

All AMVIC is required to comply with AMVIC's Social Media Policy.

All AMVIC must be mindful of the impartiality that is expected to accompany their roles as representatives of a regulatory board. Upholding that organizational responsibility carries with it individual responsibility towards ensuring All AMVIC's conduct, in the course of their job duties and related to their involvement with the industries AMVIC reviews and regulates, matches the interests of the organization.

AMVIC respects that it is the right of All AMVIC to hold individual views and opinions and to share those views and opinions as a member of the public. However, it is important to recognize that personal views do not represent and may not necessarily reflect those of the organization and that those views, if publicly advanced, may be contrary to the position of AMVIC.

All AMVIC's personal views and opinions toward the industries reviewed and regulated by AMVIC and toward the way AMVIC conducts those responsibilities, must not be expressed to suggest that their views are those of AMVIC. This applies to all situations in which the individual identifies themselves as All AMVIC or where they are recognized as All AMVIC.

## 6.11 Confidentiality

All AMVIC must ensure that confidential information or documents are not directly or indirectly made available to unauthorized persons.

All AMVIC will handle any and all personal and sensitive business information regarding AMVIC business that is not public knowledge in a confidential and appropriate manner. This includes but is not limited to consumer, licensee and registrant materials, pending business transactions, or information regarding partnerships, sales and acquisitions gained through the course of their regular job duties.

All AMVIC who make statements on behalf of AMVIC through speech or written documents must ensure they maintain the confidentiality of information or documents.

All AMVIC must demonstrate professionalism, good judgment, and care to avoid unauthorized or inadvertent disclosures of confidential information and will follow information and data protection requirements.

All AMVIC must adhere to the requirements of the *Freedom of Information and Protection of Privacy Act*.

### 6.12 Compliance with applicable laws, policies and procedures

All AMVIC must not engage in any criminal activity and must comply with all relevant laws, regulations, policies and procedures pertaining to AMVIC.

### 6.13 Disclosure of criminal charges

If a person is charged with an offence under the *Criminal Code of Canada* or the *Controlled Drugs and Substances Act* (Canada) while on or off duty, All AMVIC shall immediately report the charge to the Code Administrator.

In addition, a person must immediately report a charge for an offence under a statute of Canada or the Province of Alberta to the Board Chair and the Code Administrator if the charge has the potential to adversely affect:

- AMVIC's reputation or the conduct of AMVIC responsibilities; or
- Their ability to perform their job.

### 6.14 Use of AMVIC premises and equipment

Limited use of AMVIC premises and equipment for non-AMVIC purposes is permitted if the use incurs minimal additional expense for AMVIC and such use does not support a private business.

All AMVIC are required to use AMVIC electronic devices in accordance with AMVIC's Acceptable Use of AMVIC Electronic Devices Policy.

All AMVIC are responsible for ensuring that personal information and documents stored on AMVIC equipment or kept in AMVIC premises is appropriate for workplace standards. All AMVIC must also be aware that AMVIC cannot guarantee the privacy of personal information and documents on AMVIC equipment or in AMVIC premises.

All AMVIC who have permission to use AMVIC equipment in their home are expected to delete all personal information and documents from the equipment before it is returned to AMVIC.

## 6.15 Trade knowledge and intellectual property

Any product, technology or intellectual property developed by employees in the course of their employment with AMVIC is the property of AMVIC. All AMVIC must respect property, knowledge and intellectual property rights, and copyright and licence agreements. At no time shall any current or former All AMVIC use or give to others confidential information obtained while employed at or engaged by AMVIC.

## 6.16 Discrimination and harassment

AMVIC is committed to providing a work environment where all individuals are treated with dignity and respect. AMVIC will not tolerate any discriminatory, harassing, bullying, threatening, abusive, or violent behaviour by or against All AMVIC or prospective All AMVIC, member of the public or any other individual affiliated with AMVIC.

To that end, persons must adhere to AMVIC's Respectful Workplace Policy.

All AMVIC must not discriminate against anyone, as stated in the *Alberta Human Rights Act*.

## 6.17 Monitored compliance

New hires receive an orientation that includes a detailed review and acknowledgement of the Code and AMVIC policies.

All AMVIC must annually confirm their understanding of, and commitment to, the expectations of this Code. This includes a signed acknowledgement to abide by the Code.

## 6.18 Competence and integrity

All AMVIC must be professionally competent and will maintain and upgrade their competence when required to carry out their job responsibilities.

All AMVIC are required to serve the public, AMVIC and others in a conscientious, diligent and efficient manner. All AMVIC are required to discharge their job responsibilities with integrity and trustworthiness.

# 7. Additional obligations for CEO only

In addition to the above, this section is applicable to the CEO only.

## 7.1 Restrictions on holdings

Pursuant to Section 23.93(1) of the *Conflicts of Interest Act*, the CEO may not own or have a beneficial interest in a publicly-traded security.

*This requirement comes into effect for the current CEO on October 31, 2020 or upon the renewal or extension of the current CEO's employment or appointment, whichever date comes first. This requirement is immediately effective for a new CEO.*

This requirement does not apply if:

- The publicly-traded securities are held in a blind trust or investment arrangement approved by the Ethics Commissioner, or
- The CEO applies 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
- The CEO acquires ownership of or a beneficial interest in publicly-traded securities with the prior approval of the Ethics Commissioner.

Publicly-traded securities must be addressed in accordance with the section within 60 days of this requirement coming into effect for the CEO or of the acquisition of publicly-traded securities by gift or inheritance. The Ethics Commissioner may set out a longer period.

## 7.2 Disclosure statements and returns

The CEO shall file a disclosure statement each year with the Ethics Commissioner, in the form and manner determined by the Ethics Commissioner and at a time specified by the Ethics Commissioner.

The CEO shall, within 30 days after the occurrence of any material change in the information contained in a current disclosure statement, file an amending disclosure statement that sets out the changes in the form and manner determined by the Ethics Commissioner.

The CEO shall file with the Ethics Commissioner a return relating to their spouse or adult interdependent partner and other persons directly associated in a form and manner determined by the Ethics Commissioner within:

- 60 days after becoming the CEO;
- 30 days after the occurrence of any material change in the information contained in a current return; and
- 30 days after the day they cease to be the CEO.

*These requirements apply to the current CEO on either October 31, 2020 or upon the renewal or extension of the current CEO's employment or appointment, whichever date comes first. The requirements are immediately effective for a new CEO.*

## 7.3 Post-employment restrictions

For a period of 12 months from the last day they held the position of CEO, the former CEO shall not:

- Lobby, as defined in the *Lobbyists Act*, any public office holder, as defined in the *Lobbyists Act*; or
- Act on a commercial basis or make representations on their own behalf or the behalf of any other person, regarding any ongoing matter in connection with which, while in their position with AMVIC, the CEO directly acted for or advised a department or public agency involved in the matter.

For a period of 12 months from the last day they had a direct and significant official dealing with a department or public agency, the former CEO shall not:

- Make representations with respect to a contract with or benefit from that department or public agency, or
- Solicit or accept on his or her own behalf a contract or benefit from that department or public agency.

For a period of 12 months from the last day they had a direct and significant official dealing on behalf of AMVIC with an individual, organization, board of directors, or equivalent body of an organization, the former CEO shall not accept employment with that individual or organization or an appointment to the board of directors or equivalent body.

The current CEO and former CEO, are not restricted from being appointed to the board of directors or a governing body of another public agency, or from accepting employment with a department of the public service or a public agency in accordance with Part 1 of the *Public Service Act*.

*These requirements apply to the current CEO on either October 31, 2020 or upon the renewal or extension of the current CEO employment or appointment, whichever date comes first. The requirements are immediately effective for a new CEO.*

#### 7.4 Concurrent employment or appointment to other offices

The CEO must not be involved in any appointment, business, undertaking, or employment, including self-employment, other than their employment as the CEO (Concurrent Employment), unless the CEO applies to the Ethics Commissioner for approval in writing to engage in the Concurrent Employment and complies with any conditions imposed on the same. Before applying to the Ethics Commissioner for approval, the CEO must obtain approval from the Board of Directors for the Concurrent Employment.

*These requirements apply to the current CEO on either October 31, 2020 or upon the renewal or extension of the current CEO employment or appointment, whichever date comes first. The requirements are immediately effective for a new CEO.*

### 8. Board of Directors only

In addition to the above, this section is for Directors only. Pursuant to its Bylaws, the affairs of AMVIC are managed and directed by the Board of Directors. The Board of Directors, by virtue of their position of control over the affairs of AMVIC, stand in a fiduciary relationship to AMVIC. Consequently, the Board of Directors must have regard to the requirements of the common law governing fiduciary relationships where conflicts of interest arise.

As a government council, the Board of Directors are mindful that their actions will be subject to review. AMVIC will have certain powers, duties and functions delegated to it by the Director of Fair Trading under the *Consumer Protection Act*. The Board of Directors will discharge these powers, duties and functions in a manner which is consistent with and which furthers the public interest.

## 8.1 Requirements of fiduciaries at common law

Common law imposes upon fiduciaries the duty to act in utmost good faith towards their beneficiaries. Fiduciaries must act toward their beneficiaries with a heightened sense of loyalty and fidelity. Fiduciaries must act in a manner consistent with the best interests of their beneficiaries in all matters related to the undertaking of trust and confidence. Fiduciaries must scrupulously avoid placing themselves in a position of conflict of interest.

The general rule regarding conflicts of interest is that no one who has duties of a fiduciary nature is allowed to enter into engagements in which they have or can have a personal interest conflicting with the interests of those whom they are bound to protect. Even where the fiduciary acts in good faith, the foregoing restriction applies. A fiduciary cannot place their own interests ahead of those of the beneficiary, even in situations where the beneficiary benefits from the arrangement. A fiduciary cannot benefit personally from any opportunity which comes to their awareness by way of their fiduciary position. A fiduciary must not use any aspect of the beneficiary's property for personal gain. More specifically, a fiduciary must not use for personal benefit a beneficiary's assets, goods, information or opportunities.

Fiduciaries must not use their position to benefit persons closely associated with them. Where a benefit is conferred upon a person with whom the fiduciary is closely associated, the fiduciary benefits indirectly. Regard must be had to all of the surrounding circumstances to determine whether a person is associated with a fiduciary. Persons sharing business relations or family relations will in most instances be characterized as associates of the fiduciary. In some instances, close personal relations will also give rise to an association between the fiduciary and the person. The key issue in determining whether a fiduciary is associated with another person is whether the fiduciary's ability to represent the interests of the beneficiary is or appears to be compromised as a result of the fiduciary's relationship with the third party.

## 8.2 Application of general fiduciary principles to Directors

Directors stand in a fiduciary relationship with AMVIC. The Directors must not use their position to gain benefit personally, whether such benefit accrues to them directly or indirectly. Directors must not use their position to benefit persons whom they are closely associated with, such as business partners.

Transactions that result in direct or indirect personal gain are exceptional and are not anticipated to arise with any frequency. Where they do arise, the affected Director must declare a conflict, fully disclose their interest in the transaction and refrain from voting upon the matter. Whether the transaction will be approved will be a matter for the Board of Directors to determine.

Directors are discouraged from making frequent use of the exceptions. The general rule is that AMVIC does not enter into transactions with Directors or with related persons. This must be observed with minimal exceptions in order to ensure public confidence in AMVIC.

## 8.3 General fiduciary responsibilities

The Board of Directors has been structured so as to ensure the Board of Directors is composed of a diverse selection of individuals. Each individual Director is expected to bring to the Board of Directors a set of viewpoints and experiences which may not be experienced by their fellow Directors. This diversity of viewpoints and experience at the board adds strength and depth to board decisions. Directors must appreciate that while their appointment or election to the Board of Directors may be as a result of a particular organization, once appointed their loyalties are first and only to AMVIC.



Directors will be required to make decisions based on what they perceive to be the best interests of AMVIC. Although it is intended that Directors will draw upon their experiences and views gained through their association with other organizations, it is not intended that Directors serve as representatives of those associations on AMVIC. As Directors their loyalties are first and only to AMVIC.

Directors may find themselves in a position of conflict as a result of their association with organizations having dealings with AMVIC. A conflict may arise where an organization seeks to enter into a transaction with AMVIC. Where a conflict arises, the affected Director must declare the conflict, fully disclose any personal interest they may have in the transaction and refrain from voting upon the matter, or influencing other Directors, whether the transaction will be approved will be a matter for the Board of Directors to determine.

It would be inconsistent with their duties of loyalty and fidelity to AMVIC for a Director to participate in a decision relating to a matter in which they have a conflict of interest. Their participation in any decisions related to a matter in which they have a conflict could invalidate the decision and could result in embarrassment to both AMVIC and the affected organization. If the conflict is significant, public confidence in AMVIC could suffer.

## 9. Notice period or affirmation

This Code will be published on or before April 30, 2019 and will come into effect 90 calendar days after it is published. The Code will be reviewed every three (3) years or as otherwise determined by the Council to ensure it remains current and relevant.

## 10. Acknowledgement and acceptance

This acknowledgement and acceptance statement is to be completed by All AMVIC at appointment or onboarding to the Alberta Motor Vehicle Industry Council. It will also be completed on an annual basis or reappointment.

I, \_\_\_\_\_, have read and understand the Alberta Motor Vehicle Industry Council Code of Conduct. I have been given the opportunity to seek clarification from my Manager to my inquiries. I agree to adhere to the principles and requirements contained in this Code. My signature confirms my commitment to uphold the Code and the expectation of the Code.

I acknowledge that I am required by the aforementioned to disclose to the Code Administrator any criminal charges brought against me or other situation that arises which may be a real or apparent conflict of interest with my service to AMVIC.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

## 11. Amendment history

<b>Version</b>	<b>Date</b>	<b>Summary of Update</b>
1.	March 12, 2019	Original. Approved by Board of Directors. Approved by the Office of the Ethics Commissioner of Alberta.
2.		
3.		
4.		
5.		