

MANAGEMENT REPORT TO METROLINX

Report Title:	Code of Business Conduct and Ethical Behaviour for Employees				
Report Number:	CA 09-016	Date to Board:	February 20, 2009	Date to Committee:	January 16, 2009
Report To:	<input checked="" type="checkbox"/> BOARD		<input type="checkbox"/> ADVISORY COMMITTEE <input type="checkbox"/> AUDIT COMMITTEE <input type="checkbox"/> GOVERNANCE COMMITTEE <input type="checkbox"/> HUMAN RESOURCES COMMITTEE <input type="checkbox"/> TECHNICAL ADVISORY GROUP <input type="checkbox"/> OTHER:		
Report Referred From:	Human Resources & Compensation Committee				
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Item Class:	IN CAMERA	<input type="checkbox"/>	DECISION	<input checked="" type="checkbox"/>	INFORMATION <input type="checkbox"/>

1.0 RECOMMENDATION:

RESOLVED:

THAT the Board approve the Code of Business Conduct and Ethical Behaviour for Employees Policy attached as Appendix A to report CA 09-016 as recommended by the Human Resources & Compensation Committee.

2.0 PURPOSE & EXECUTIVE SUMMARY:

The HRCC is recommending to the Board the approval of the Code of Business Conduct and Ethical Behaviour for Employees Policy in the form attached as Appendix A to Report CA 09-016.

The Code of Business Conduct and Ethical Behaviour for Employees (the "Code") sets out the standard of conduct governing the professional and ethical responsibilities of employees and their ongoing obligations when carrying out their day-to-day functions or otherwise representing the Corporation.

3.0 BACKGROUND:

Metrolinx has been guided by GO Transit Corporate Administrative Policies and Procedures unless specific policies have been approved by Metrolinx Board.

At the January 16, 2009 HRCC meeting, the following resolution was passed:

***THAT** the HRCC recommend to the Board the approval of the Code of Business Conduct and Ethical Behaviour for Employees Policy in the form attached as Appendix A.*

4.0 DISCUSSION:

The Code is a standard code of ethics and is a companion to the Corporation's Code of Business Conduct and Ethical Behaviour for Directors.

The Public Service of Ontario Act, 2006 (PSOA) establishes a legislative framework which supports and fosters the Ontario Public Service values of professionalism, integrity, accountability and excellence.

As a public body, Metrolinx embraces similar values and is required to be in compliance with the requirements of the PSOA.

The Code summarizes employees' existing responsibilities under the Corporation's Conflict of Interest Policy, the common law and the PSOA.

The Code is referenced in new employees Offer of Employment as a condition of employment with Metrolinx.

The Chief Executive Officer is the Code Advisor for Metrolinx employees.

5.0 FINANCIAL MATTERS:

N/A

6.0 HUMAN RESOURCES MATTERS:

See above

7.0 ENVIRONMENTAL MATTERS:

N/A

8.0 COMMUNICATION MATTERS:

Following Board approval, the Code will be communicated to all Metrolinx staff.

9.0 LEGAL MATTERS:

N/A

10.0 CONCLUSION:

The Board approve the Code of Business Conduct and Ethical Behaviour for Employees Policy, CA 09-005 attached as Appendix A.

Respectfully submitted,

Approved for Submission to the Board



Kim Lambert, Executive Lead,
Corporate Affairs

Vince Mauceri, Acting CEO

Appendices:

Appendix A, Code of Business Conduct & Ethical Behaviour for Employees Policy CA 09-005

Staff & Others Consulted:

Name	Telephone

Notifications:

Name	Mailing or E-mail Address

Special Instructions:

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Appendix A

CORPORATE ADMINISTRATIVE

HUMAN RESOURCES POLICY



<i>Section</i>	<i>Subject</i>	<i>Approved</i>	<i>Policy Number</i>
Administration	Code of Business Conduct & Ethical Behaviour For Employees	TBD	CA-09-005

PURPOSE

To provide Metrolinx employees with appropriate standards of conduct and an ethical behaviour framework governing the performance of their responsibilities or when otherwise representing the Corporation and serve to enhance public confidence and trust in the integrity, objectivity and impartiality of the Corporation. For the purpose of this policy, these standards will be referred to as the “Code”. The Code illustrates the standards of conduct and ethical behaviour employees are expected to attain in the performance and exercise of their responsibilities as employees of the Corporation or when otherwise representing the Corporation. However, the Code is not intended to be all encompassing and all inclusive; and the provisions are intended to supplement and clarify, not modify, the obligations and responsibilities of employees under the terms of their employment or otherwise at law.

POLICY STATEMENT

The Public Service of Ontario Act, 2006 (PSOA) establishes a legislative framework to foster and support the key Ontario Public Service (OPS) values of professionalism, integrity, accountability and excellence. Under the PSOA all Metrolinx employees are deemed public servants and are bound to comply with its provisions. In addition employees must comply with the Code and other Metrolinx policies. As a public agency, Metrolinx, embodies similar values and is of the view that the highest standards of ethical behaviour and business conduct should govern its employees in exercising their duties and responsibilities or otherwise when representing the Corporation. The Code is fundamental to the preservation of the Corporation’s reputation and the success of its operations.

POLICY REQUIREMENTS

CODE ADVISOR

The Chief Executive Officer (the “Code Advisor”), with the assistance of an independent advisor where deemed appropriate by the Code Advisor, will report to the Board, and be responsible for:

- establishing, reviewing and updating appropriate policies, guidelines and procedures for this Code;
- providing advice, receiving disclosure and, if appropriate issuing written opinions to staff on Code matters they may encounter in fulfilling their respective responsibilities and;
- preparing an annual report to the Board through the HRCC, on the number of Code enquiries or disclosures received in each fiscal year, and how they were answered or resolved.

THE EXPECTED STANDARDS OF BUSINESS CONDUCT AND ETHICAL BEHAVIOUR

(a) Comply with applicable laws

Metrolinx employees shall comply with all laws and regulations governing their conduct. Employees must not engage in or give the appearance of being engaged in any illegal or improper conduct that is in violation of this Code or that indicates a casual attitude towards compliance with laws, regulations or this Code.

(b) Comply with the Corporation’s policies

Employees have a responsibility to be knowledgeable of the Corporation’s policies as may be in effect from time to time and to comply with these policies.

(c) Exercise duties honestly and in good faith with a view to the best interests of the Corporation

In performing their duties, employees shall act honestly and in good faith with a view to the best interests of the Corporation.

(d) Maintain the highest standards and uphold corporate values

Employees shall maintain the highest standards of ethical behaviour and business conduct in the performance and exercise of their responsibilities as employees of the Corporation or when otherwise representing the Corporation.

Employees shall further conduct themselves in a manner that reflects the overall spirit

of the Code.

CONFLICTS OF INTEREST CODE

Included in their Offer of Employment package, employees are provided with the Corporation's *Conflicts of Interest Policy* and as such have full knowledge of and as a condition of their employment, agree to comply with the provisions of such policy. This policy may be amended from time to time by the Corporation or otherwise pursuant to the direction of the Conflict of Interest Commissioner appointed under the PSOA. Employees will be provided with and agree to be bound by the provisions of any amendments to the policy made from time to time in accordance with the foregoing.

CONFIDENTIALITY

While employed by the Corporation, employees may receive information or material which has not been made available generally to the public and which relates to the actual or anticipated business or operations of the Corporation. All of such information and material will be referred to in this Code as "Confidential Information." Confidential Information can exist in any form, including oral or written statements, emails, Board reports and information remembered. Confidential Information includes, but is not limited to, the following:

- Information about the Corporation's programs, plans and strategies;
- Information about the Corporations' current or proposed contract negotiations or contractual agreements;
- Financial, accounting, or cost information and projections concerning the Corporation and any of its activities;
- Information obtained from others which the Corporation has agreed or determined to keep confidential;
- Information about Corporation transactions, including proposed transaction;
- Information relating to current and proposed Corporation personnel, including compensation data.

Employees shall fully respect the confidentiality of all Confidential Information they obtain as a result of their role in the Corporation and shall not, except as permitted by the Code or otherwise required by law, use, reproduce or disclose to anyone any Confidential Information. Employees may discuss Confidential Information with any other employees or consultants engaged by the Corporation that have been authorized to receive or disclose Confidential Information by the Corporation. Employees shall otherwise guard against inadvertent disclosure of Confidential Information, including discussing such matters where they may be overheard by others.

Employees shall take an Oath of Allegiance and Office substantially in the form attached as Schedule "A" upon becoming an employee of the Corporation whereby they will solemnly swear/affirm that they will treat as confidential any information they obtain regarding the internal affairs of the Corporation. Employees need not execute the Oath of Allegiance should they have concerns that doing so may affect their current (foreign) citizenship. In this event the Oath attached as Schedule "A" will be revised to delete the first paragraph.

Employees acknowledge that third parties may require execution of specific non disclosure agreements as a condition of working on a specific project. Employees agree to execute and abide by the terms of such additional non-disclosure agreements as may be required from time to time in accordance with the functions of their position.

FUNDAMENTAL RIGHTS

The Corporation is committed to providing all employees with an environment that respects their basic human rights and that is free from discrimination and harassment. Each employee is responsible for taking all reasonable precautions to avoid behaviour that could reasonably be construed as discrimination or harassment. Employees are encouraged to report all incidents of discrimination and harassment to the Code Advisor.

PERSONAL AND FAMILY RELATIONSHIPS

An employee who has a personal or family relationship with a Director, officer or another employee of the Corporation must notify the Code Advisor and take steps to ensure that the relationship will not affect the credibility or reputation of the Corporation. An employee cannot occupy a position where one immediate family member reports directly to another without the authorization of the Code Advisor.

USE OF CORPORATE ASSETS

Corporate assets are provided to employees based on business needs and are a resource to assist employees in performing their responsibilities to the Corporation. Assets are to be used solely for the purposes of conducting the affairs of the Corporation in accordance with the Use of Corporate Assets Policy as provided to the employee and amended from time to time.

DISCLOSURE OF WRONGDOING

Disclosure of wrongdoing provisions are contained in the PSOA and the Management Board of Cabinet (MBC) Disclosure of Wrongdoing Directive (the "Directive"). Among other things, these documents ensure that public servants, including employees of Metrolinx, who are aware of wrongdoing, can reveal it with protection against reprisal. The terms of the PSOA and Directive may be clarified from time to time by the Corporation's adoption of specific policies dealing with such matters as provided to employees by the Corporation. Employees acknowledge that such Corporate policies are supplemental to the employee's obligations contained in the PSOA and the Directive.

POLITICAL ACTIVITY

The PSOA clarifies the rules to balance the non-partisanship of the public service with an individual's ability to engage in political activity. Employees acknowledge that the PSOA contains specific restrictions and prohibitions with respect to an employee's ability to engage

in “political activity.” These restrictions and prohibitions may be clarified from time to time by the Corporation’s adoption of a Political Activity Policy as provided to employees by the Corporation. Employees acknowledge that such Corporate policies are supplemental to the employee’s obligations contained in the PSOA.

SEEKING CLARIFICATION

Employees should refer enquiries relating to this Code or its application to the Code Advisor. All disclosures to the Code Advisor shall be kept strictly confidential unless, in the opinion of the Code Advisor, the matter disclosed could adversely affect the Corporation, a Director, officer or another employee of the Corporation or the general public.

FAILURE TO COMPLY

An employee’s breach of the Code could result in significant, irreparable damage to the Corporation’s reputation and commercial interests. In addition, breach of the Code may expose the Corporation to liability, including claims from third parties. An employee may be personally liable for a wilful or bad faith breach of the Code and may be subject to discipline up to and including dismissal.

POST- EMPLOYMENT OBLIGATIONS

In addition to the Corporation’s other policies (including the Conflict of Interest Policy) and all other applicable directives, laws and regulations in effect from time to time, employees must adhere to the Code, as applicable, after leaving the Corporation.

REVIEW OF CODE

The Corporation shall review and reassess the adequacy of the Code periodically and make such amendments to the Code as may deemed appropriate

SCOPE

This policy is applicable to the following groups of employees:

- Permanent employees and employees appointed as Casual Staff of Metrolinx
- Employees on Secondment to Metrolinx from the Ontario Public Service (OPS) or other municipalities.
- Individuals performing services for Metrolinx through temporary placement from an employment agency.

DEFINITIONS

Casual Staff represent an employee who has a defined end date to his/her employment.

BOARD APPROVAL PROCESS

Amendments to this Policy require review by the Human Resource and Compensation Committee and approval by the Board.

SCHEDULE A

To the Code of Conduct and Ethical Behaviour for Employees



Oath of Allegiance & Oath of Office

I, [INSERT NAME], do swear (*or solemnly affirm*) that I will be faithful and bear true allegiance to Her Majesty Queen Elizabeth the Second, her heirs and successors according to law.

AND I, [INSERT NAME], do also swear (*or solemnly affirm*) that I will faithfully discharge my duties as a public servant and will observe and comply with the laws of Canada and Ontario, and, except as I may be legally authorized or required, I will not disclose or give to any person any information or document that comes to my knowledge or possession by reason of my being a public servant.

So help me God. (*Omit this phrase in an affirmation*).

SWORN/AFFIRMED before me
at the City of Toronto
in the Province of Ontario

This day of , 2008

Signature of Declarant

Signature of Clerk of the Executive Council, Deputy Minister, or
person designated by them