

HALIFAX PORT AUTHORITY

CONFLICT OF INTEREST/CODE OF CONDUCT AND POST-EMPLOYMENT POLICY

1. This Policy may be cited as the *Halifax Port Authority Conflict of Interest/Code of Conduct and Post-Employment Policy*.

In this Policy,

“HPA” means the Halifax Port Authority; and

“employee” means any employee or contract employee [of the Halifax Port Authority (“HPA”) (other than its directors and officers who are governed by the *Halifax Port Authority Code of Conduct* Schedule E to the Letters Patent of the Authority).

PREAMBLE

2. The ethical conduct of business is critical to the success of the HPA. Ethical business conduct at the HPA goes beyond compliance with the law; it means a commitment to integrity in all business operations.

OBJECT

3. The purpose and the object of this policy is to enhance public confidence in the integrity of HPA employees and provide HPA employees with guidance on the applicable principles, standards and responsibilities that apply to the performance of their work;
 - (a) while encouraging experienced and competent persons to seek employment with the HPA;
 - (b) while facilitating interchange between the private and the public sector;
 - (c) by establishing clear rules of conduct respecting conflict of interest for all employees of the HPA;
 - (d) by minimizing the possibility of conflicts arising between the private interests and public duties of employees of the HPA; and
 - (e) by exercising good judgment at all times, if an employee is in doubt as to the appropriate behavior or course of action, they shall seek guidance from members of management, including supervisors or Human Resources.

PRINCIPLES

4. Every employee of the HPA shall conform to the following principles:
 - (a) employees shall perform their employment duties and arrange their private affairs in such a manner that public confidence and trust in the integrity, objectivity and impartiality of the HPA are conserved and enhanced;
 - (b) employees have an obligation to act in a manner that will bear the closest public scrutiny, an obligation that is not fully discharged by simply acting within the law;
 - (c) employees shall not have private interests, other than those permitted in section 5 of this policy, that would be affected particularly or significantly by HPA actions in which they participate;
 - (d) upon hiring, and thereafter, employees shall arrange their private affairs in a manner that will prevent real, potential or apparent conflicts of interest from arising but if such conflict does arise between the private interests of an employee and the employment duties and responsibilities of that employee, the conflict shall be resolved in favour of the HPA's interest;
 - (e) employees shall not solicit, accept, offer or give transfers of economic benefit, other than incidental gifts, customary hospitality, or other benefits of nominal value, unless the transfer is pursuant to an enforceable contract or property right of the employee;
 - (f) employees shall not step out of their official roles to assist private entities or persons in their dealings with the HPA where this would result in preferential treatment to any person;
 - (g) employees shall not knowingly take advantage of, or benefit from, information that is not generally available to the public;
 - (h) employees shall not unduly use directly or indirectly, or unduly allow the use of, HPA property of any kind, including property leased to the HPA, for anything other than officially approved activities;
 - (i) sign an acknowledgement that they have read, understand and agree to comply with this policy;
 - (j) comply with all the laws and regulations;
 - (k) protect privileged or confidential information;
 - (m) maintain a high level of quality of work; the high level of trust that HPA requires can only be maintained by outstanding performance and moral conduct.

EXEMPT ASSETS

5. The private interests exempted from the principle stated in section 4(c) include:
- (a) residences, recreational property and farms used or intended for use by employees or their families;
 - (b) household goods and personal effects;
 - (c) works of art, antiques and collectibles;
 - (d) automobiles and other personal means of transportation;
 - (e) cash and deposits;
 - (f) Canada Savings Bonds and other similar investments in securities of fixed value issued or guaranteed by any level of government in Canada or agencies of those governments;
 - (g) registered retirement savings plans;
 - (h) registered home ownership savings plans;
 - (i) investments in open-ended mutual funds;
 - (j) guaranteed investment certificates and similar financial instruments;
 - (k) annuities and life insurance policies;
 - (l) pension rights;
 - (m) money owed by a previous employer, client or partnership; and
 - (n) personal loans receivable from the members of the employee's immediate family and small personal loans receivable from other persons where the employee has loaned the moneys receivable.

GIFTS, HOSPITALITY AND OTHER BENEFITS

6. Employees are encouraged to consider the motive behind business gifts and entertainment in order to ensure that the practice is done only in the spirit of business courtesy and relationship management, and in no way creates an environment in which one party feels a sense of obligation to the other party.

Generally, employees should not accept gifts or other favours that could in any way influence, or appear to influence, their business decisions. Employees should not accept frequent gifts from one source, even if they are only of nominal value.

If in doubt as to what is considered acceptable, employees should seek guidance from their immediate supervisor or manager prior to accepting a gift or entertainment invitation or extending a gift or entertainment invitation.

Employees shall decline gifts, hospitality or other benefits that could influence or appear to influence them in their judgement or in the performance of their employment duties or responsibilities.

Acceptance by employees of offers of incidental gifts, hospitality or other benefits of nominal value arising out of activities associated with the performance of their official duties and responsibilities is not prohibited if such gifts, hospitality or other benefits:

- (a) are of a value and frequency to be deemed not excessive given prevailing business, social and hospitality standards;
- (b) are of a nature that HPA would and could reciprocate;
- (c) are not such as to bring suspicion on the employee's objectivity and impartiality;
- (d) would not compromise the integrity of the HPA; and
- (e) should they become public their receipt would not reasonably jeopardize the reputation of the employee or the employer.

AVOIDANCE OF PREFERENTIAL TREATMENT

7.

- (a) Employees shall not accord preferential treatment in relation to any official matter to family members or friends or to organizations in which they, family members or friends have an interest; and
- (b) An employee shall take care to avoid being placed, or the appearance of being placed, under an obligation to any person or organization that might profit from special consideration on the part of the employee.

VIOLATIONS OF POLICY

8. All employees are encouraged to report in good faith violations of this Policy by any HPA employee or contractor.

Violations of the Policy will be taken seriously and could result in disciplinary action. In addition, if any breach of this Policy violates the law, civil or criminal proceedings may also result.

The HPA has established a procedure to provide you with support and assistance to enable you to report:

- any breach or suspected breach of the Policy;
- concerns regarding any questionable accounting or auditing manner;
- situations in which you feel you are being pressured to violate the law or your ethical responsibilities; or
- any other breaches of this policy or legal or regulatory requirements.

Employees can bring the matter to the attention of their immediate supervisor or to any other member of the Senior Management Team up to and including the President. There may be circumstances in which an employee does not wish to report a violation of this policy to their immediate supervisor or to any other member of the Senior Management Team up to and including the President. In such circumstances the employee may report the violation to the Chair of the Board of Directors. All reports will be handled promptly and confidentially. Employees will not be penalized, discharged, suspended or discriminated against for reporting in good faith or inquiring about potentially unethical conduct or irregularities or for seeking guidance on how to handle suspected rule violations.

If you believe that any of these circumstances has arisen, you must report it immediately. Your identity in any follow-up discussions or inquiries will be kept confidential to the extent appropriate in the circumstances or permitted by law.

A mischievous or malicious allegation of a breach of the Policy will itself constitute a breach of the Policy.