



# CODE OF ETHICS AND PROFESSIONAL CONDUCT FOR BOARD MEMBERS

## 1.0. PREAMBLE

The Code of Ethics and Professional Conduct for Board Members (hereafter the “**Code of Ethics**”) establishes the standards to respect and promote in order to foster the transparency and integrity of board members within the Comité Paritaire des Boueurs de la Région de Montréal (hereafter the “**Comité Paritaire**”). Its goal is to ensure they receive proper guidance to perform their duties, and to maintain and strengthen the organization’s relationship of trust in the industry by cultivating its integrity and credibility.

Comité Paritaire board members must perform their duties adhering to the core values and principles of professional ethics. The Comité Paritaire’s reputation for integrity and social consciousness is based on a commitment to high professional standards, promoting open and honest relationships with staff, clients, suppliers, the industry and other stakeholders. Board members must act in accordance with the highest standards of ethics and integrity.

This Code of Ethics will automatically take effect the moment it is approved by the board of directors.

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## 2.0 MISSION OF THE COMITÉ PARITAIRE

The Comité Paritaire is tasked with monitoring and ensuring compliance with the Decree Respecting Solid Waste Removal (R.L.R.Q. c. D-2, r.5) (hereafter the “**Decree**”). It must also inform and advise employees and employers about the working conditions set out in this Decree to prevent unfair competition.

The Comité Paritaire’s goals are to:

- Ensure employees have fair working conditions
- Promote the industry and encourage workforce renewal
- Promote healthy competition between employers

## 3.0 SCOPE

The Code of Ethics applies to Comité Paritaire board members. All board members must sign an acknowledgement of receipt of the Code of Ethics, certifying that they have read and understand the content and that they agree to it. Board members must therefore execute their mandate and perform their duties in compliance with the Code, with complete independence and objectivity, in the best interest of fulfilling the Comité Paritaire's mission.

## **4.0 CODE OF ETHICS**

### **4.1 *General Rules***

***Comité Paritaire board members must:***

- a) Act with integrity, equity, honesty, competence, diligence and respect, in accordance with the Comité Paritaire's organizational values;
- b) Act in accordance with the principles and standards recognized in the field of management;
- c) Act with transparency in matters regarding the Comité Paritaire's affairs and respond without delay to all requests pertaining to these activities;
- d) Avoid any discrimination as defined by the charters of rights and freedoms;
- e) Adopt an ethical attitude and behaviour, in both their personal and professional lives, in order to not tarnish the reputation of the Comité Paritaire;
- f) Place the integrity and interests of the Comité Paritaire before their personal interests or those of the group they represent;
- g) Demonstrate diligence and independently use their ability to judge all matters related to the activities of the Comité Paritaire;
- h) Work and encourage others to work in a professional and ethical manner in order to maintain the highest level of professionalism for the Comité Paritaire;
- i) Support all efforts to increase the effectiveness and fulfilment of the Comité Paritaire's objectives and contribute, in performing their role as a board member, to carrying out its mission and properly administering its assets;
- j) Make decisions independently of all partisan political considerations or any private interests. Decisions pertaining to the operation and activities of the Comité Paritaire must only be made taking into account the interests of the Comité Paritaire as well as the objectives of legislation and regulations. They also agree to show reservation regarding their political opinions;

- k) Remain informed about pertinent laws and regulations, their modifications, and any significant studies regarding the development, management and practices relating or possibly relating to the direction or activities of the Comité Paritaire;
- l) Refuse all gifts or other benefits that could have a real or even perceived influence on performing their duties, except in the form of hospitality and common courtesy;
- m) Avoid publicly criticizing a decision made during a board meeting. During the vote, they may express their dissent, or simply vote against the proposal, but when a decision is adopted, they must support it; and
- n) The board chair and vice-chair must ensure the aforementioned ethical principles are respected.

Comité Paritaire board members receive no financial or material benefits. Expenses incurred during their mandate are defined in the Règlement sur l'Allocation de Présence et sur les Frais de Déplacement des Membres du Comité Paritaire des Boueurs de la Région de Montréal (chapter D-2, a. 22, 2e al., par. 1).

#### ***4.2 Confidentiality***

Board members must not, in performing their duties:

- a) Disclose nor use information obtained in the course of performing their duties. They must respect the confidential nature of the information they obtain and agree to exercise discretion about what they learn in the course of performing their duties. This obligation should not however restrict necessary communications between board members;
- b) Personally benefit, nor allow a third party to benefit, from the information obtained in performing their duties. This rule notably applies to all documents obtained through the Comité Paritaire's activities, belonging to or pertaining to a company, group or individual. The information that Comité Paritaire board members have access to in performing their duties may only be used as authorized by the law; and
- c) After ceasing their functions as a Comité Paritaire board member, disclose confidential information obtained during their mandate.

Board members agree to sign an agreement to keep all information obtained in the course of performing their duties confidential, starting from their appointment as a board member.

#### ***4.3 Conflict of Interest***

Board members must:

- a) Respect the obligations set out by law, in the Act Respecting Collective Agreement Decrees

- (R.L.R.Q. c. D-2), the Decree, and all enforceable internal regulations and policies;
- b) Avoid placing themselves in a situation of conflict of interest, or creating the appearance of a conflict of interest between their personal interests and their obligations as a board member. They must also not place the Comité Paritaire in a situation of conflict of interest. Board members must not use their position to obtain personal favours by inappropriately using non-public information, or placing themselves in a situation where they could favour their personal interests or those of a related person, at the expense of the Comité Paritaire's interests;
  - c) Avoid using, to their benefit or that of a third party, any privileged or confidential information they obtain in performing their duties; and
  - d) When ceasing their functions as a Comité Paritaire board member, avoid acting on their own behalf, or for a third party, in matters related to a procedure, negotiation or other operation that the Comité Paritaire is party to.

#### ***4.4 Reporting conflicts of interest***

Board members must report as soon as possible any situation that involves a real or perceived conflict of interest with Comité Paritaire business. Reports of conflicts of interest must be recorded in the meeting minutes.

In such an event, the board member must abstain from voting and participating in discussions and any decision pertaining to a subject related to this situation, and must not influence the associated vote or decision.

The other board members may ask them to abstain from discussions and/or decision making. The board member's withdrawal from the meeting must be recorded in the meeting minutes. The decision rendered on this board member and the justification for it must also be recorded in the meeting minutes.

Board members must, beginning from their appointment or start date, and annually thereafter, at the first monthly board meeting following the annual meeting, complete a declaration of interest in order to report to the Comité Paritaire any connection with a person or company they are related or connected to, or any interest they have, personally or through another person or company, in any organization, business, association, or other person, that is susceptible to place them in a real or perceived situation of conflict of interest. They must also declare any right they may, personally or through another person or company they are related or connected to, have against the Comité Paritaire, by indicating, if applicable, its nature and value.

Board members must also notify the board, without delay and in writing, of any change made in the current year that could modify the aforementioned declaration of interest.

## 5.0 CONCLUSION

It is no more possible, in a document of this nature, to cover every subject that could be dealt with in a Code of Ethics, than it is possible to establish rules to apply the principles of professional ethics. Maintaining high standards in the Comité Paritaire's board of directors is the responsibility of its members.

It is each board member's responsibility to ask questions, request advice and report any suspected violation of this Code of Ethics.

**I have read and perfectly understand the commitments under to the Comité Paritaire's Code of Ethics, including the section on conflicts of interest.**

**Name:**

**Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_