

## CODE OF ETHICS AND CONDUCT

### I. Introduction

#### A. *Why a Code of Ethics and Conduct?*

The Global Centre for Pluralism’s (“GCP”) ability to successfully carry out its mission depends on the ability of its directors, officers, staff (hereinafter collectively referred to as “GCP Persons”) and other representatives to uphold and promote the highest standards of ethical and professional conduct.

The GCP’s Code of Ethics and Conduct (the “Code”) communicates the ethical values and standards of conduct that GCP Persons and other representatives shall abide by in carrying out the mission of the GCP.

#### B. *To whom does this Code apply?*

This Code applies to GCP Persons. Both headquarters staff in Canada and international staff in program countries are required to abide by this Code.

#### C. *Status of the Code*

This Code is not only a guide for GCP Persons in the course of their work for and with the GCP, it is also an integral part of the conditions of employment of the GCP’s officers and staff and conditions of service of the GCP’s directors.

All GCP Persons are obliged to report to the Secretary General concerns or suspicions regarding criminal or unethical conduct or conduct otherwise in conflict with this Code, or in the case of allegations concerning the Secretary General, to the Chairman of the Audit Committee of the Board of Directors.

The present Code has been approved by the Board of Directors of the GCP and shall enter into effect on November 8, 2015.

### II. Core values and guiding principles

*Commitment to respect and celebrate diversity.* GCP Persons shall be sensitive to diverse moral values, religions, customs, traditions and cultures, including of all communities that the GCP engages.

*Commitment to respect for human rights.* GCP Persons shall fully respect the fundamental human rights of all persons, and shall act with understanding, tolerance and sensitivity, and without discrimination, in discharging their duties and fulfilling the GCP's mission.

*Commitment to act in best interests of GCP.* GCP Persons shall at all times act in the best interests of the GCP and not take any actions that could harm the GCP or put the reputation of the GCP into disrepute.

*Independence.* GCP Persons, other than government employees on secondment to the GCP, shall be independent of any government entity and shall refrain from any action, which might reflect negatively on their position as a GCP Person.

*Impartiality.* GCP Persons shall always, in the performance of their official duties, act with impartiality, objectivity and professionalism. They shall ensure that the expression of their personal views and convictions does not compromise or appear to compromise the performance of their official duties or the interests of the GCP. They shall not act in a way that unjustifiably could lead to actual or perceived preferential treatment for or against particular individuals, groups or interests.

*Integrity and Transparency.* GCP Persons shall maintain the highest standards of integrity, including honesty, fairness and incorruptibility, in all matters affecting their official duties and the interests of the GCP. All communications and relationships with stakeholders must be truthful and transparent in a way that will withstand the highest degree of public scrutiny, and working relationships must be based on candour and openness, treating each other fairly and with respect, while acting with integrity, and weighing responsibilities to all stakeholders.

*Accountability.* GCP Persons shall be accountable for the proper discharge of their functions, and for their decisions and actions.

### **III. Standards of Conduct**

#### ***A. Commitment to Legal and Ethical Conduct***

The GCP shall conduct its affairs in accordance with the letter and spirit of all applicable laws in the countries in which it operates. In certain cases, however, compliance with the law may fall short of the standard of ethical conduct to which the GCP holds itself and those who represent it. In those circumstances, the GCP will adhere to the higher standard of ethical conduct. If any GCP Person is uncertain as to the interpretation or application of a particular law, he or she must seek advice from the Secretary General before taking action.

The GCP shall periodically conduct an internal review regarding compliance with applicable laws and regulations and the results of this review shall be presented to the Board of Directors.

#### ***B. Anti-corruption and Anti-Bribery***

The criminal law in virtually all countries prohibits corruption and bribery. Under no circumstances will the GCP or any GCP Person, directly or indirectly, knowingly offer or give a bribe. Further, the GCP will not support any project or program that involves, at any time, the offering or giving of a bribe, and will exercise reasonable diligence and care so as to not knowingly support such projects or programs.

Bribery can take many forms.<sup>1</sup> For instance, bribery may refer to the offering of an undue reward to someone in a public office in order to induce him or her to act in a certain way in the performance of his or her duties. GCP Persons shall take a broad view of bribery in dealing with public officials or other persons in positions of trust.

### *C. Gifts, Hospitality and Other Benefits*

Acceptance by GCP Persons of offers of incidental gifts, hospitality or other benefits is permitted only if such gifts, hospitality or other benefits:

- are of nominal value and within the bounds of propriety, or a normal expression of courtesy, or within the normal standards of hospitality;
- are not such as to bring suspicion on the person's objectivity and impartiality;
- would not compromise the integrity of the GCP; and
- would not influence the person in his/her judgment or performance of his/her duties and responsibilities with the GCP.

The solicitation of any such gifts, hospitality or other benefits is not permitted.

Prohibited gifts and benefits include: cash, goods or services, reduced prices, work performed gratuitously, preferred treatment of any kind in a business enterprise, and loans of money, material or equipment on a preferential basis.

No GCP Person shall accept any gift, hospitality or other benefit, including donations, offered with conditions that are contrary to the purposes and objectives of the GCP, including as set out in the GCP's by-laws, governance documents, and any relevant funding agreements.

Acceptance by GCP Persons of hospitality in the form of receptions, business luncheons or dinners for the purpose of broadening GCP's contacts or facilitating the discussion of matters of importance to the GCP is not prohibited, where such hospitality is clearly within the bounds of propriety and not liable to cast doubt on the person's objectivity.

---

<sup>1</sup> In general, a person commits bribery when, in order to obtain or retain an advantage in the course of business, he or she directly or indirectly gives, offers or agrees to give or offer a loan, reward, advantage or benefit of any kind to a public official or another person in a position of trust or to any person for the benefit of a public official or a person in a position of trust, (a) as consideration for an act or omission by the official or person in a position of trust in connection with the performance of that official's or that person's duties or functions; or (b) to induce the official or person in a position of trust to use his or her position to influence any acts or decisions of the foreign state or public international organization, or other entity, for which the official or person in a position of trust performs duties or functions.

Where it is not possible to decline unauthorized gifts, hospitality or other benefits, or where such action is likely to be construed as discourteous, the matter shall be immediately reported to the Secretary General. The Secretary General may require that a gift of this nature be retained by the GCP or be disposed of for charitable purposes.

#### *D. Avoiding Conflicts of Interest*

##### 1. In General

GCP Persons have a duty to act in the best interests of the GCP at all times and avoid conflicts of interest, whether real, apparent or potential. A conflict of interest arises when an individual must choose between the GCP's best interests and his/her own. A real or actual conflict of interest exists when at a present time, the individual has to choose between his/her own personal interest and that of the GCP. An apparent conflict of interest exists when it could be perceived by a reasonable observer that conflict of interest exists. A potential conflict of interest exists when it can be reasonably foreseen that a real conflict of interest will exist in the future.

The judgment of the GCP Persons must be, and must be seen to be, independent of any personal or financial interests that arise from business dealings, social ties or other personal considerations.

To ensure that an individual's personal interests do not conflict, or appear to conflict, with the interests of the GCP or its funding or program partners,

- GCP Persons shall:
  - perform their duties and arrange their private affairs in such a manner that the public's confidence and trust in the integrity, objectivity and impartiality of the GCP are conserved and enhanced;
  - act in a manner that will bear the closest public scrutiny;
  - take care to avoid being placed, or the appearance of being placed, under an obligation to any person or organization that might profit or appear to profit from special consideration on the part of the GCP Person;
  - on appointment and thereafter, arrange their private affairs in such a manner as to prevent, and take such additional action as may be necessary to prevent real, apparent or potential conflicts of interest from arising, and if such a conflict does arise between the private interest of a GCP Person and the duties and responsibilities of that individual as a director, officer or staff of the GCP, the conflict shall be resolved in favour of the interests of the GCP; and
  - comply with the standards of conduct set forth in the Code; and
- GCP Persons shall not:
  - solicit or accept cash, gifts or other benefits which do not meet the test set forth in Section C above from anyone who has an actual or potential business relationship with the GCP;
  - step out of their official roles to assist private entities or persons in dealings with the GCP where this would result in preferential treatment to any such entity or person;
  - directly or indirectly use, or allow the use of, GCP property of any kind, including property leased to the GCP, for anything other than officially approved activities, or

- misappropriate the property of the GCP for the individual's own use, the use of another or for an improper or illegal purpose, or sell, convey or dispose of any record, voucher, money or thing of value belonging to the GCP without the GCP's authorization; or
- accord preferential treatment in relation to any official matter involving the GCP to family members or friends or to organizations in which the person, their family members or their friends have an interest.

No GCP Person shall participate in deciding a matter directly impacting that individual, such as re-election to the Board of Directors, personal remuneration, and contracts with the GCP in their personal capacity or in regard to an entity in which they have a controlling interest. A controlling interest means the Director owns 50% or greater interest in an entity or has the power to direct or control decisions made by the entity.

## 2. Disclosure

Each director and officer shall disclose in writing to the Chairman of the Board of Directors all potential and actual conflicts of interest, including each institutional affiliation he or she has that might possibly involve a conflict of interest, such as sitting on a board of another NGO with overlapping goals and missions. Such disclosure does not imply ethical impropriety and shall also be made by staff to their supervisors where applicable.

Every investment advisor and portfolio manager appointed by the Board of Directors and involved in the investment management of GCP assets shall also disclose in writing to the Chairman of the Investment Management Committee established by the Board of Directors the nature and extent of his or her interest, if any, including any material interest in any entity that is a party to a transaction with the GCP.

Disclosure shall, in every case, be made forthwith following the appointment of the person to a position of trust, and shall include all material details setting out the nature and circumstances of the actual or potential conflict of interest. The duty to disclose is on going. Accordingly, upon becoming aware of any actual or potential conflict of interest, the above individuals also have an ongoing responsibility to immediately disclose in writing the nature and circumstances of any actual or potential conflict of interest.

## 3. Voting and Prohibited Transactions

Directors and officers shall not:

- own, directly or indirectly, twenty (20) per cent or more of any entity doing business with GCP, including any entity entering into a contract or having entered into a contract with GCP, without reporting such investment to the Chairman of the Board of Directors by way of a written declaration;
- demand, accept or offer, or agree to accept from a person who has dealings with GCP, a commission, reward, advantage or benefit of any kind, directly or indirectly, without the advance consent in writing of the Secretary General; or

- participate in any decision-making or vote in respect of which they have a conflict of interest.

#### ***E. Maintaining Confidentiality***

All GCP Persons are required to protect the confidentiality of information that is confidential to the GCP. This includes maintaining the confidentiality of personal information of staff, individuals who participate in the GCP's research projects and programs and other individuals whose personal information the GCP may collect and store for legitimate purposes, unless an individual expressly waives this right, or disclosure is required by law.

GCP Persons should never communicate confidential information, whether relating to the GCP or third parties, to anyone other than other GCP Persons, and under certain circumstances, to GCP representatives, such as lawyers, consultants and other external advisors, except with the consent of the party that is the subject of such information or in the case of personal confidential information. In addition, such information should be communicated within the GCP and to its representatives only if the recipient has a legitimate "need to know" such information. Full consideration should be given to this fact in advance of any communication.

Confidential information includes, but is not limited to information that is not in the public domain concerning:

- financial reports, confidential projections;
- significant contracts or funding commitments;
- strategic plans;
- deliberations of the Board of Directors or any committee thereof;
- personal information concerning directors, officer, staff and participants in the GCP's projects and programs; and
- sovereign information.

#### ***F. Reporting with integrity***

The GCP reports annually on its programs, including in accordance with the 2006 Funding Agreement between the GCP and the Government of Canada and, in particular, on how funds received by its funding partners are being used and managed.

Information provided by GCP Persons about the GCP to funding partners, program partners, staff and the general public shall be provided in good faith and shall be materially accurate and timely.

GCP Persons shall ensure that information that the GCP disseminates to the media, policy makers or the general public shall also be provided in good faith and shall be materially accurate and presented with proper context. This includes information presented by the GCP with respect to its country programs, which may involve comment on—national legislation, policy, individuals, state and non-state organizations, among others, or that is otherwise discussed in GCP materials and at GCP events.

### ***G. Financial Transparency and Accountability***

GCP Persons will support and promote, as applicable, financial transparency and accountability, including by supporting and participating in internal policies and procedures that contribute to financial transparency and accountability, such as:

- approval by the Board of Directors of the GCP's annual budget, which will outline projected expenses for program activities, projects, fundraising and administration. The GCP will operate within that budget.
- regular preparation of internal financial statements, which shall be provided to the Board of Directors. All significant variations between budgeted-expenses and actual expenditures, and between budgeted revenues and actual revenues, will be identified and explained to the Board of Directors.
- audits in accordance with generally accepted accounting principles for non-publically accountable enterprises in Canada of the accuracy of the GCP's financial reports by an independent, qualified accountant.

GCP Persons will also support and promote measures to enhance external transparency, including having GCP post its Corporate Plan and Annual Report, which report on program results and include financial statements, on the GCP website. GCP may also post other reports and analyses on the GCP website from time to time as appropriate, subject to the provisions of this Code.

### **IV. Compliance with the Code**

GCP Persons who fail to comply with any provision of this Code may be subject to disciplinary action, including the possibility of termination of employment or removal from their position. It is also important to understand that a violation of certain provisions of this Code may also be a violation of applicable law and may subject the individual person involved and/ or the GCP to criminal prosecution or civil liability.

GCP Persons should report to the Secretary General any violation of this Code of which they become aware or, in the event the alleged violation is by the Secretary General, to the Chairman of the Audit Committee of the Board of Directors. In any case where such a report has been made, the report will be treated confidentially to the extent possible. All reports will be taken seriously and reviewed and/or investigated promptly as appropriate. No person will be subject to retaliation for reporting in good faith a violation of this Code.

Any questions concerning the policies or procedures contained in the Code should be addressed to the Secretary General.