ONTARIO SOCIETY OF PROFESSIONAL ENGINEERS

CODE OF CONDUCT
ONTARIO SOCIETY OF PROFESSIONAL ENGINEERS

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CODE OF CONDUCT

ONTARIO SOCIETY OF PROFESSIONAL ENGINEERS

(the **"Society"**)

1.0 INTRODUCTION

1.1 FUNDAMENTAL PRINCIPLES

Every director, officer and member of the Society, and every Staff member and Volunteer (collectively, "**Participants**"), in the course of their participation in, and activities with, the Society is expected, at all times, to:

(i) maintain courteous relations with all fellow Participants.

(ii) maintain the highest standards of integrity, personal and professional conduct.

(iii) familiarize themselves with and abide by the letter and spirit of all constating documents, policies, rules, and regulations of the Society, including the Code of Conduct of the Society, as amended by the board of directors of the Society from time to time; and

(iv) comply with both the letter and spirit of the law.

2.0 NON-DISCRIMINATION AND WORKPLACE HARASSMENT POLICY

2.1 APPLICATION OF POLICY

This Policy applies to all directors, officers, and members of the Society, and to the Staff and Volunteers, in the course of their participation in, and activities with, the Society (collectively referred to in this Policy as the **"Participants"**).

For purposes of this Policy:

(i) **"Staff"** refers to all employees and independent contractors of the Society, including, but not limited to, the Chief Executive Officer of the Society (the **"CEO"**); and

(ii) **"Volunteers"** refers to all individuals who assist the Society in the fulfillment of its objects or provide services to the Society, in either case without remuneration from the Society, including, but not limited to, committee and task force members of the Society but excluding the directors and officers of the Society.

2.2 PURPOSE OF POLICY

The Society recognizes the diverse and multicultural composition of the Society and appreciates the dignity, worth and contribution of each Participant who participates in the activities of the Society. The Society is committed to providing and maintaining an organization free of Discrimination and Workplace Harassment (as those terms are defined below) and in ensuring that all the Participants who participate in the activities of the Society are treated with dignity and respect and afforded equitable treatment.

Every person has the right to freedom from Discrimination and Workplace Harassment. Discrimination and Workplace Harassment will not be tolerated, condoned, or ignored at the Society. If a complaint of Discrimination or Harassment is proven, disciplinary measures will be applied, up to and including termination of employment.

2.3 TYPES OF PROHIBITED CONDUCT

Equality and diversity are the responsibility of every Participant who participates in the activities of the Society. Every Participant in the course of their participation in, and activities with, the Society has a responsibility to create an environment that is free of Discrimination and Workplace Harassment. At no time will any form of Discrimination or Workplace Harassment be tolerated by the Society and no Participant shall in the course of their participation in, and activities with, the Society engage in behaviour that condones Discrimination or Workplace Harassment. Depending on the circumstances, this may include (but is not limited to) active encouragement of unacceptable comments or conduct, or implied acceptance or support of offensive comments or conduct.

All Participants in the course of their participation in, and activities with, the Society shall adhere to and uphold the Non-Discriminatory Practices of the Society and shall not make any Defamatory Statements against any fellow Participants.

For purposes of this Policy:

(i) **"Defamatory Statement"** refers to a statement that tends to injure the reputation of an individual referred to in the statement, and which is likely to lower that individual in the estimation of reasonable people and in particular, to cause that individual to be regarded with feelings of hatred, contempt, ridicule, fear, or dislike; and

(ii) **"Non-Discriminatory Practice"** refers to the Society's objective to provide to every Participant the opportunity to participate in the activities of the Society free of Discrimination or Workplace Harassment on the basis of any of the Prohibited Grounds.

(a) Discrimination

"Discrimination" means any practice or behaviour, whether intentional or not, which has the effect of imposing burdens, obligations or disadvantages on an individual or group of individuals on the basis of any of the Prohibited Grounds or which withholds or limits access to opportunities, benefits and advantages for an individual or group of individuals which are available to others on the basis of any of the Prohibited Grounds, and is a result of a failure to assess the unique merits, capacities and circumstances of an individual or group of individuals.

"Prohibited Grounds" means race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, gender, gender identity, gender expression, sex (including pregnancy and childbirth), sexual orientation, age, marital status, same-sex spousal or partnership status, family status, record of offences, and disability.

"Disability" covers a broad range and degree of conditions, some visible and others not. It may include physical, mental, and learning disabilities, mental disorders, hearing or vision disabilities, drug and alcohol dependencies, environmental sensitivities as well as other conditions. Discrimination on the basis of disability can occur where there is a perceived but not actual disability or a past disability.

(b) Workplace Harassment

"Workplace Harassment" is defined as engaging in a course of vexatious comments or conduct that is known or ought reasonably to be known to be unwelcome or offensive. Harassment may have the effect or purpose of:

(i) threatening or intimidating an individual or group of individuals.

(ii) abusing the power that one individual holds over another individual; or

(iii) degrading, demeaning, humiliating, or embarrassing an individual or group of individuals.

Workplace Harassment may include, but is not limited to, behaviour such as demands, threats (other than threats of physical harm), gestures, innuendo, unwelcome remarks, jokes, slurs, displays or distribution (including the use of electronic media and email) of derogatory or offensive pictures, cartoons, graffiti or other materials, cyberbullying, and taunting an individual about their body, clothing, habits, customs or mannerisms. Workplace Harassment may be based on a Prohibited Ground, and therefore be discriminatory, but harassment does not have to be based on a Prohibited Ground and may simply include engaging in a course of vexatious comment or conduct against a worker in a workplace, including virtually through the use of information and communications technology, that is known or ought reasonably to be known to be unwelcome.

Workplace Harassment may occur as a result of one serious incident, or a series of incidents committed against an individual or a group of individuals over a period of time. The unwelcome comments or conduct do not have to be directed at a specific individual to find that Workplace Harassment has occurred. Workplace Harassment may give rise to an intimidating, hostile, offensive or "poisoned" work or organizational environment. A single comment or action, if sufficiently serious, may create a poisoned environment.

This Policy is not intended to limit or constrain the reasonable exercise of management functions in the workplace. Reasonable action or conduct by a member of management that is part of their normal work function would not normally be considered Workplace Harassment. Examples of managerial conduct that constitutes a reasonable action include but are not limited to the following: changes in work assignments, scheduling, job assessment and evaluation, workplace inspections, implementation of dress codes and progressive discipline, and providing directions to an employee.

(c) Workplace Sexual Harassment

The definition of Workplace Harassment includes "Workplace Sexual Harassment."

"**Workplace Sexual Harassment**" is defined as engaging in a course of vexatious comment or conduct against a worker in a workplace, including virtually through the use of information and communications technology, because of sex, sexual orientation, gender identity or gender expression, where the comment or conduct is known or ought reasonably to be known to be unwelcome, or making a sexual solicitation or advance where the person making the solicitation or advance is in a position to confer, grant or deny a benefit or advancement to the worker and the person knows or ought reasonably to know that the solicitation or advance is unwelcome.

Workplace Sexual Harassment may include harassing comments or conduct that disparage, demean, humiliate, or ridicule an individual because of their sexual orientation, sex, gender identity, marital status or same-sex spousal or partnership status. Workplace Sexual Harassment is a form of Discrimination. It includes all conduct of a sexual nature that is known or ought to reasonably be known to be unwelcome. Workplace Sexual Harassment is not limited to sexual advances.

Gender-based harassment is one type of Workplace Sexual Harassment. Gender-based harassment is any behaviour that polices and reinforces traditional heterosexual gender norms. Workplace Sexual Harassment is not always motivated by sexual interest or intent. It may be

directed at making the target feel unwelcome in their environment. Workplace Sexual Harassment does not have to be intentional to be Workplace Sexual Harassment.

Examples of Workplace Sexual Harassment may include, but are not limited to, any of the following, particularly where it is related to the sex, gender, gender identity, gender expression or sexual characteristics of the individual and ought to be known to be unwelcome and/or demeaning:

- remarks, jokes, or innuendos about sex, gender, gender identity, gender expression or sexual orientation.
- making comments, including compliments, about a person's physical appearance (including clothing) or physical characteristics.
- commenting directly or indirectly on a person's conformity or lack of conformity to gender stereotypes.
- spreading rumours or making comments to a person or to third parties about a person’s sexual appearance, family status or behaviour.
- leering or other offensive or sexually suggestive or obscene gestures.
- derogatory or degrading remarks that are used to describe or are directed toward individuals of one sex, gender, or sexual orientation.
- the display or distribution (including the use of electronic media and email) of sexually explicit or otherwise offensive materials.
- unwelcome advances, invitations or propositions of a sexual nature or repeated invitations after previous requests have been refused.
- persistent unwanted contact or attention including after the end of a consensual relationship.
- any direct or indirect reprisal for refusing any advances, invitations, or propositions of a sexual nature.
- a promise of better treatment in return for sexual favours.
- unwarranted or unwelcome inquiries or comments about an individual’s personal life.
- acting in a way that could undermine respect for a person or the seniority, expertise, or position of the person.
- unwanted physical contact, including hugging, touching, patting, pinching, etc.; and
- indecent exposure or sexual assault.

APPLICATION OF POLICY

For purposes of this Policy, the Society's **"Workplace"** means any land, premises, location or thing at, upon, in or near which a worker works and includes any meetings held by, or on behalf of the Society, as well as any location where the activities of the Society are conducted, or where social or other functions of the Society or between Participants occur.

Examples of locations that may constitute the Workplace include, but are not limited to, the head office of the Society; locations outside of the head office where social functions related to the activities of the Society occur; locations outside of the head office where Society-sponsored social events occur; locations outside of the head office where voluntary or work-related assignments occur; locations outside of the head office where work-related or training sessions occur; and locations or vehicles traveled to and/or used for voluntary or work-related travel. For greater certainty, the Workplace includes home offices and any other location in which work-related activities are performed, either in-person or through electronic means.

The Society recognizes the need to ensure that the principles and policies contained in this Policy are consistently and fairly applied throughout the Society and accordingly, the principles and policies contained in this Policy shall be administered by the head office of the Society, regardless of where an issue arises or where a complaint originates.

This Policy applies to the Workplace and to all stages and to all aspects of the relationship between the Participant and the Society, including recruitment and selection, promotions and transfers, and conditions of work such as hours of work and leaves of absence.

This policy applies principally to Workplace conduct; however, violent, harassing, or discriminatory conduct outside the Workplace may give rise to disciplinary consequences in some circumstances.

RESPONSIBILITIES

Responsibilities of Management:

- Promote a workplace that is free of Discrimination and Workplace Harassment.
- Develop and maintain a written policy and program with respect to Workplace Harassment in consultation with the joint health and safety committee/health and safety representative.
- Provide Participants with information and instruction regarding the policy and program with respect to Workplace Harassment, including appropriate steps to be taken and investigation procedures.
- Take every reasonable precaution for the protection of Participants.
- Ensure Staff and Volunteers understand who to contact regarding concerns about the Policy or when to report an incident.
- Ensure the workplace is free from Workplace Harassment and Discrimination.
- Respond appropriately to complaints brought to their attention.
- Respect the confidentiality and sensitivity of such issues to the extent possible.
- Document all information and investigation results.
- Conduct an investigation into allegations, complaints, and incidents of Workplace Harassment and Discrimination; and

- Take action if witnessing Workplace Harassment, Discrimination, or elements of a poisoned work environment.

Responsibilities of Participants:

- Comply with this Policy by avoiding any behaviour or conduct that could reasonably be interpreted as a violation of this Policy;
- Report any instances of Discrimination, Workplace Harassment or Workplace Sexual Harassment; and
- Take all reasonable measures to protect their own health and safety, and that of others in the workplace, including by participating in investigation processes;
- Maintain a work environment free from Discrimination, Workplace Harassment and Workplace Sexual Harassment.

2.4 BREACH OF POLICY

This Policy outlines complaint procedures that are available to any Participant who believes that they have been subjected to Discrimination or Workplace Harassment in the course of their participation in, and activities with, the Society. Furthermore, as a policy of the Society, a breach of this Policy by a Participant may result in sanctions or disciplinary measures being imposed upon the Participant in accordance with any Discipline Policy of the Society, in effect from time to time.

The Society encourages the reporting of any allegations of Discrimination or Workplace Harassment regardless of whom the alleged offender might be. While the Society is committed to resolving any incidents of Discrimination or Workplace Harassment internally, nothing in this Policy precludes any Participant in the course of their participation in, and activities with, the Society from filing a complaint under the *Human Rights Code* or the *Occupational Health and Safety Act*, contacting police or seeking any other available remedy.

Any individual participating in the activities of the Society and who engages in Discrimination or Workplace Harassment may expose themself personally to damages in the event of a successful lawsuit or human rights claim being brought before the applicable human rights tribunal, court of law or other legal decision-maker.

If the alleged offender is a director, officer, committee or task force member of the Society and such individual is found to have breached the provisions of this Policy, they will be ineligible for indemnification by the Society for any costs, charges or expenses, including any amount paid to settle an action or to satisfy a judgment, that they have personally incurred in respect of any civil, criminal or administrative proceeding brought against them by the complainant. A director or officer of the Society, if found to have breached the provisions of this Policy, will also be denied any recourse or access to the Society's directors' and officers' liability insurance, if any, because a breach of the provisions of this Policy suggests that the director or officer of the Society has not acted honestly and in good faith with a view to the best interests of the Society.

All Participants who experience or observe Harassment or Workplace Discrimination by another Participant are required to report such incidents to the Society in accordance with the Complaint and Incident Reporting Procedure below.

2.5 OVERVIEW OF COMPLAINT AND INCIDENT REPORTING PROCEDURE

Speak to Alleged Offender: A complainant may speak directly to the alleged offender where the incident is minor, and the behaviour is expected to be easily addressed by informing the alleged offender that their comments or conduct are unwelcome.

Consult Designated Official: A complainant who feels they have experienced Workplace Harassment or Discrimination should report their concerns to their Designated Official. For purposes of this Policy, the **"Designated Official"** is:

(i) The VP, Organizational Effectiveness of the Society: For all Staff (excluding the CEO and the VP, Organizational Effectiveness of the Society); or

(ii) The Chairperson of the Society: For the CEO; or

(iii) The CEO: For the VP, Organizational Effectiveness of the Society and for all Volunteers, directors, officers (excluding the CEO) and members of the Society.

Where the alleged offender is the same person as the Designated Official, the complainant may report their concerns to any member of the senior management team, or the Board of Directors.

Where possible, the complaint or report of an observed incident should be made in writing, including details of:

- What happened – a description of the events or situation.
- When it happened – dates and times of the events or incidents.
- Where it happened; and
- Who saw it happen – the names of any witnesses, if any.

Report: The Designated Official shall create an incident report and shall provide it to a supervisor or the Board of Directors.

Reporting Obligation: The Designated Official shall take appropriate steps to determine whether this policy applies.

Work Condition Assessment: The Designated Official shall take appropriate steps to determine whether an alternate working arrangement is required on a temporary basis while the complaint is resolved or if the complainant refuses work, whether the complainant has a right to do so.

An alleged offender who is a member of the Society's Staff may be suspended during the course of the investigation on a paid basis if the Society determines that such a suspension will benefit the investigation process and Staff ability to participate in the process. Staff who are suspended with pay during the investigation process may be required to perform their job duties from home where possible unless instructed otherwise.

Investigation: The Society will ensure a full, fair, and appropriate investigation is conducted into each incident or allegation of Discrimination, Workplace Harassment, or Workplace Sexual Harassment that it becomes aware of. The Designated Official shall initiate an investigation. The investigation may be conducted by an internal or external investigator.

Conduct of the Investigation: All investigations will be conducted in a timely manner. During the course of the investigation, the Investigator will, subject to privacy obligations of the Society:

(i) interview the complainant regarding the complaint.

(ii) advise the alleged offender in writing of the allegations under investigation.

(iii) provide the alleged offender with an opportunity to respond to the complaint.

(iv) speak to any other individuals necessary to fully and fairly investigate the complaint.

(v) prepare notes/statements during each interview, to be reviewed by the person(s) being interviewed and signed for accuracy.

(vi) review records or other documents relevant to the incident being investigated (this may include work schedules, complaints, and observation notes, and may involve taking pictures of the scene).

(vii) conduct any follow-up interviews/inquiries, as necessary.

(viii) review relevant employment agreement language and/or Society policies/procedures.

(ix) prepare a final summary/report of the investigation

(x) notify the complainant, the alleged offender, and any other necessary individuals of the investigative findings.

(xi) where allegations are made against multiple respondents, inform the complainant which respondent(s) were found to have engaged in workplace harassment and/or discrimination;

(xii) where allegations of workplace harassment and/or discrimination are substantiated, inform the complainant about the form of corrective measure taken in response to the substantiated allegations. For clarity, the complainant is not entitled to be informed about the specific level of discipline imposed on a respondent, nor the mitigating or aggravating factors that led to the decision about what corrective action is appropriate;

(xiii) in the case of all Staff (excluding the CEO), notify the Designated Official and CEO of the investigative findings and the recommendations for sanctions or disciplinary measures which shall be imposed in accordance with any Discipline Policy of the Society in effect from time to time.

(xiv) in the case of all Participants (excluding Staff but including the CEO), notify the Executive Committee (or, until formed, the Ad hoc Advisory Committee) of the Society (the "**Executive Committee**") of the investigative findings and the recommendations for sanctions or disciplinary measures which shall be imposed

in accordance with any Discipline Policy of the Society in effect from time to time; and

(xv) ensure that a confidential record of the investigation is kept in a separate confidential file at the head office of the Society which, in the case of Staff, shall mean separate from a Staff's personnel file.

The Society will investigate the incident or complaint diligently and confidentially to the maximum extent possible. In addition, any negative employment consequences which are found to have resulted from the Discrimination, Workplace Harassment or Workplace Sexual Harassment will be rectified as much as possible.

Communication and Timing: Prior to concluding any investigation and making recommendations for sanctions or disciplinary measures to the CEO or the Executive Committee, as the case may be, the investigator may confer with:

(i) The Designated Official if the investigator is not the Designated Official.

(ii) the CEO, if the Designated Official is the VP, Organizational Effectiveness of the Society.

(iii) the Chairperson of the Society if the Designated Official is the CEO; or

(iv) the Executive Committee if the Designated Official is the Chairperson of the Society.

The investigator will investigate in an appropriate and timely manner. If delay or a longer period of time is necessary or deemed appropriate under the circumstances, the investigator will notify the complainant and the alleged offender of the proposed time frame for resolution of the complaint.

FALSE INFORMATION

Any Participant who knowingly and willfully provides false, misleading, or fraudulent information to the Society in the course of an investigation may be subject to disciplinary measures as appropriate in the circumstances. A finding of deliberate bad faith, dishonesty, or misrepresentation in the course of an investigation may attract discipline. However, the following situations do not, without more, attract disciplinary consequences:

i. an investigator's findings differ from the evidence of a Participant.

ii. a Participant's information or version of events is not corroborated.

iii. an investigator declined to rely on the version of events of a Participant or found a non-serious credibility issue with the version of events of a Participant.

Because allegations of Discrimination, Workplace Harassment and Workplace Sexual Harassment are very serious, frivolous complaints found to have been made for improper

purposes will result in disciplinary action being taken against the complainant, up to and including termination.

2.6 CONFIDENTIALITY AND COOPERATION

Every Participant in the course of their participation in, and activities with, the Society has a responsibility to cooperate in the creation of a work and organizational environment free of Discrimination and Workplace Harassment. All individuals involved in the investigation or resolution of a complaint, including the complainant, the alleged offender, and any other individuals, are expected to report violations of this Policy, facilitate the procedural process, cooperate with the Society, and maintain strict confidentiality.

The Society recognizes that it is difficult to come forward with a complaint, or to be accused of participating in Discrimination or Harassment and thus, to protect the interests of the complainant, the alleged offender and any other individuals who may be involved in the investigation process, the Society will take all reasonable measures to protect the privacy, safety and dignity of those involved in the investigation. Disclosure of the details of the complaint may be required by law to the alleged offender to ensure a fair investigation.

All records related to the complaint and the investigation of the complaint will be kept confidential and will be stored in a safe and secure location separate from other files maintained by the Society. Strict confidentiality will be maintained except where disclosure is necessary for the purposes of investigation, sanctions, or disciplinary measures, where disclosure is required by law, or as otherwise determined by the Society. Any breach of confidentiality under this Policy may be subject to disciplinary measures as appropriate in the circumstances.

2.7 NO RETALIATION FOR USING POLICY

Every Participant in the course of their participation in, and activities with, the Society, has a right to submit a complaint or enforce their rights under this Policy without retaliation or threat of retaliation.

Retaliation against a Participant who submits a complaint under this Policy, who enforces a right under this Policy or who takes part in an investigation under this Policy, may be subject to disciplinary measures, up to and including termination of employment.

Retaliatory behaviour includes:

(i) Any act of retaliation that occurs because a person has complained of or provided information about an incident of Discrimination or Harassment.

(ii) Intentionally pressuring a person to ignore or not report an incident of Discrimination or Harassment; and/or

(iii) Intentionally pressuring a person to lie or provide less than full cooperation with an investigation into a compliant of Discrimination or Harassment.

2.8 ACCOMODATION POLICY AND PROCEDURE

The Society is committed to providing an environment that is inclusive and that is free of Discrimination based on Prohibited Grounds. The Society will provide reasonable accommodation for needs related to Prohibited Grounds under the Ontario *Human Rights Code* unless to do so would cause undue hardship or the Participant's contract has been frustrated.

Accommodation will be provided in accordance with the principles of dignity, individualization, and inclusion. The Society will work cooperatively, and in a spirit of respect, with all partners in the accommodation process.

Requests for accommodation should be made to the Designated Official.

Accommodation requests should, whenever possible, be made in writing. The accommodation request should indicate:

i. The Prohibited Ground with respect to which accommodation is being requested.
ii. The reason why accommodation is required, including enough information to confirm the existence of a need for accommodation and a description.
iii. A description of the work-related limitations resulting in the need for accommodation;
iv. The anticipated duration of the Participant's need for accommodation; and
v. A detailed description of the accommodation sought to address the particular need.

All accommodation requests will be taken seriously. No person will be penalized for making an accommodation request.

The Designated Official may require further information related to the accommodation request on a case-by-case basis. In the case of a request for accommodation of a disability, to facilitate the assessment and determination of the accommodation, the person requesting accommodation will be required to provide relevant medical information to the Society, which sets out any functional limitation(s) and abilities, subject to any statutory restrictions. The medical information shall also include the doctor's prognosis of when the person requesting accommodation will be able to return to the full duties of their position without any restrictions, if applicable. Persons seeking accommodation are expected to fully cooperate in providing any information, including medical information regarding work-related limitations and prognosis, as may be relevant to the assessment of the accommodation request.

The Society will maintain the confidentiality of information related to an accommodation request and will only disclose this information with the consent of the accommodation requester.

The Designated Official will maintain information related to:

i. The accommodation request.
ii. Any documentation provided by the accommodation seeker or by experts.
iii. Notes from any meetings; and
iv. Any accommodation alternatives explored.
v. Any accommodations provided.

The Designated Official will assess the accommodation issue in light of the information provided. During the assessment phase, the Society reserves the right to request further information, including relevant medical information or opinions. The Society further reserves the right to request that the individual participate in a formal needs assessment and/or independent medical examination by a qualified medical practitioner or other trained professional in order to assist in determining what accommodation is required and how it can best be provided, if possible. The person requesting accommodation will be required to fully participate in the assessment, and to provide the Society with any relevant medical information.

Where an individual is returning to work after a leave of absence due to illness or injury, the Society may require that the individual provide a doctor's note indicating that the individual is medically fit to return to work without risking the individual's own health and/or safety or the health and/or safety of others.

The Society also reserves the right to require an individual to provide a medical note confirming illness or injury and/or confirming length of time off work required, subject to statutory restrictions. For clarity, the Society will not require an individual to provide a medical note for any of or all the first three (3) days of the year in which they are absent under the Society's sick leave policy.

An Accommodation Plan, when agreed on, will be put in writing, and where possible signed by the individual requesting accommodation and the Designated Official. The Accommodation Plan will be individualized and will identify the most appropriate accommodation for the accommodation requester short of undue hardship, a statement of the accommodation requester's needs, and timelines for the provision of identified accommodations.

Accommodation plans can be reviewed at the request of the Designated Official or the accommodation requester on an as-needed basis. Accommodation plans may need to be revised as the circumstances of the accommodation requester changes and the Society has the right to request up-to-date information from the accommodation requester as appropriate.

Where a determination is made that an accommodation will not be provided or that accommodation would create undue hardship, it must be approved by the CEO. The person requesting accommodation will be given written notice, including the reasons for the decision.

2.9 ACKNOWLEDGMENT AND UNDERTAKING

In recognition of the importance of this Policy:

(v) all Participants (excluding members of the Society and committee and task force members of the Society) shall be provided with a copy of this Policy and shall be requested to sign an acknowledgment of its receipt and an undertaking to comply with its procedures and guidelines; and

(vi) all members of the Society, including committee and task force members of the Society, shall have a copy of this Policy made available for them online and shall be deemed to acknowledge and undertake compliance with this Policy by virtue of applying for, and renewal of, their membership in the Society.

3.0 CONFLICT OF INTEREST POLICY

3.1 APPLICATION OF CONFLICT-OF-INTEREST POLICY

This Conflict Policy applies to all directors and officers of the Society, and to the Staff and Volunteers, in the course of their participation in, and activities with, the Society (collectively referred to in this Conflict Policy as the **"Participants"**).

For purposes of this Conflict Policy:

(vii) **"Staff"** refers to all employees of the Society, including, but not limited to, the Chief Executive Officer of the Society (the **"CEO"**); and

(viii) **"Volunteers"** refers to all individuals who assist the Society in the fulfillment of its objects or provide services to the Society, in either case without remuneration from the Society, including, but not limited to, committee and task force members of the Society but excluding the directors and officers of the Society.

3.2 DEFINITION OF CONFLICT OF INTEREST

All Participants are required to act in the best interests of the Society and to avoid a conflict of interest with the Society. A conflict of interest refers to a situation where an individual's personal relationship(s) or financial interest(s) could reasonably be seen as influencing the person's duty to act in the best interests of the Society. A conflict of interest may arise under the following circumstances:

(ix) for Staff, when their private or public interest takes precedence over or competes with their work-related duties and responsibilities as an employee of the Society; and

(x) for a director or officer of the Society, or for a Volunteer, when their private or public interest takes precedence over their Society-related duties and responsibilities.

Conflicts of interest may be real, perceived or potential, and may evolve at any time before, during or after a position of employment in, or voluntary participation with, the Society, or at any time before, during or after the election of a director, or the appointment of an officer, committee, or task force member of the Society.

3.3 GENERAL CONFLICT OF INTEREST PROVISIONS

The recognition of a real, perceived, or potential conflict of interest is a matter of judgment and the primary responsibility for recognizing a conflict-of-interest rests with all Participants in the course of their participation in, and activities with, the Society.

Once a conflict of interest is identified, disclosure shall be made to the Designated Official. For purposes of this Conflict Policy, the **"Designated Official"**:

(xi) for all Staff (excluding the CEO and the VP, Organizational Effectiveness), shall be the VP, Organizational Effectiveness of the Society.

(xii) for the CEO, shall be the Chairperson of the Society; and

(xiii) for the VP, Organizational Effectiveness of the Society and for all Volunteers, directors, and officers (excluding the CEO) of the Society, shall be the CEO.

Once a conflict of interest has been identified and disclosed to the Designated Official, the Participant in the course of their participation in, and activities with, the Society, is required to abstain from any involvement, or further involvement, in any aspect of the matter to which the real, perceived, or potential conflict of interest relates. While the existence of a conflict of interest must be reported to the Designated Official, any details of the conflict of interest are not to be disclosed to the public, including the members of the Society, unless specifically permitted by the Society or where disclosure is required by law.

Specific examples of conflicts of interest may include, but are not limited to the following:

- Being retained by another association, company, or organization, whether on a consultancy or part-time basis, to advise on business similar to that which is being transacted by the Society.
- Accepting kickbacks or bribes; and/or
- Being investigated, charged, indicted, or convicted for criminal activity which may have an impact on the perception of the individual's business conduct and which, if publicly known, could affect the reputation of the Society as an organization that maintains high ethical standards.

3.4 GIFTS, HOSPITALITY AND OTHER BENEFITS

All Participants in the course of their participation in, and activities with, the Society shall not accept or use for direct or indirect personal advantage or gain, any property, resources or services of the Society, nor shall one's position within the Society be used for direct or indirect personal advantage or gain provided, however, that nothing shall prevent a director or officer of the Society from receiving remuneration from the Society if approved by the members of the Society in accordance with provisions of the *Corporations Act*, R.S.O. 1990, c. C.38, as the same may be amended from time to time.

Gifts, hospitality, or other benefits shall not be given by, or received by, any Participant in the course of their participation in, and activities with, the Society, if the gift, hospitality, or other benefit could, or could be perceived to, influence their judgment or performance of their duties and responsibilities in the Society. If there is any doubt as to the perceived effect of the gift, hospitality or other benefit, authorization for its receipt must be approved by the Designated Official.

3.5 EXPRESSING OPINIONS

Every Participant in the course of their participation in, and activities with, the Society, whether by direct statement or inference, shall not deliberately misrepresent any policies or objectives of the Society, as they may be amended from time to time.

3.6 POLITICAL ACTIVITIES

a) Pro-Bono Publico Approach

In recognition of the public and social responsibility of the engineering profession in Ontario, the Society supports the activities of every Participant in the course of their participation in, and activities with, the Society, when commenting or offering advice on public policy issues within their area of expertise. Where such expertise is offered, it will be done without benefit or expectation of benefit to the Society, to the Participant, or to the engineering profession as a whole, as part of the Society's *pro-bono publico* approach to its relationship with government at every level. For purposes of this Conflict Policy, the term ***"pro-bono publico"*** is used by the Society to refer to the provision of any activities or services for the good of the public, at no charge, and without any expectation of direct or indirect personal or organizational advantage or gain.

(b) Non-Partisan Stance

In circumstances where the Society or any of the Participants, in the course of their participation in, or activities with, the Society, participates in the public policy arena, whether through direct relations with the government, engagement in lobbying activities or by attendance at political campaigns, conferences or events, any such participation by, and on behalf of, the Society shall be non-partisan in nature. At all times the Society and the Participants, in the course of their participation in, or activities with, the Society will participate equally with all political parties in the provincial legislature and the Canadian Parliament, with no preference or undue advantage being extended to any one political party, political figure or political ideology over another.

(c) Acting in Personal Capacity

The Society encourages the voluntary participation of all Participants in community-related activities, including political activities. However, under those circumstances where any Participant is acting in a **PERSONAL CAPACITY RATHER THAN A PROFESSIONAL CAPACITY**, they must exercise scrupulous judgment to avoid the appearance of representing the interests of the Society.

3.7 ACKNOWLEDGMENT AND UNDERTAKING

In recognition of the importance of this Conflict Policy, all Participants (excluding members of the Society and committee and task force members of the Society) shall be provided with a copy of this Conflict Policy and shall be requested to sign an acknowledgment of its receipt and an undertaking to comply with its procedures and guidelines.

4.0 CONFIDENTIALITY POLICY

4.1 APPLICATION OF CONFIDENTIALITY POLICY

This Confidentiality Policy applies to all directors and officers of the Society, and to the Staff and Volunteers, in the course of their participation in, and activities with, the Society (collectively referred to in this Confidentiality Policy as the **"Participants"**).

For purposes of this Confidentiality Policy:

(i) **"Staff"** refers to all employees and independent contractors of the Society, including, but not limited to, the Chief Executive Officer of the Society (the **"CEO"**); and

(ii) **"Volunteers"** refers to all individuals who assist the Society in the fulfillment of its objects or provide services to the Society, in either case without remuneration from the Society, including, but not limited to, committee and task force members of the Society but excluding the directors and officers of the Society.

4.2 CONFIDENTIAL INFORMATION

"Confidential Information" refers to Society-related information that is not generally available to the public and that, if disclosed, could result in loss or damage to the Society, or to the Person or Related Person to whom the information relates, or could give the Person or Related Person to whom the information is disclosed an improper or unfair advantage in dealings with the Society, or with the Person or Related Person to whom the information relates.

Confidential Information includes, but is not limited to, personal information, financial information, proprietary information, contractual or business information, funding information, communications, and corporate records, including the resolutions, minutes of meetings and other documentation of the Society, or of the board of directors or any committee or task force of the Society.

Confidential Information does not include expertise or general knowledge gained by a Participant during the course of their participation in, and activities with, the Society.

For purposes of this Confidentiality Policy:

(iii) **"Person"** includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, and body corporate; and

(iv) **"Related Person"** includes any Person whose relationship to a Participant is sufficiently close that proceedings involving that Person and the Participant may imperil fairness, impartiality, and the public perception of the Society. Such class of Persons includes family members such as a spouse, same-sex spouse or partner, child, parent or sibling of the Participant, and Persons with whom the Participant does not deal at **"Arm's Length"**, as that term is defined in the *Income Tax Act*, R.S.C. 1985, c. 1 (5th Supp.), as the same may be amended from time to time.

(v) **"Personal Information"** means any information, recorded in any form, about an identified individual, or an individual whose identity may be inferred or determined from the information.

4.3 CONFIDENTIALITY PROVISIONS

It is the Society's policy that all Confidential Information shall be kept strictly confidential unless otherwise permitted by the Society to be disclosed to the public, or where disclosure is required by law. A Participant, either during the course of, or subsequent to, their election as a director of the Society, appointment as an officer of the Society, appointment to a committee or task force of the Society or commencement of employment or as an independent contractor of the Society, as applicable, must not:

(vi) divulge any Confidential Information communicated to, produced, or acquired by the Participant, as a result of their election as a director of the Society, appointment as an officer of the Society, appointment to a committee or task force of the Society or commencement of employment or as an independent contractor of the Society, as applicable.

(vii) divulge any Confidential Information acquired by the Participant in the performance of their Society-related duties and responsibilities to any Person or Related Person not authorized by the Society or by law to have such information.

(viii) benefit directly or indirectly in consideration for revealing any Confidential Information; or

(ix) use Confidential Information in any personal undertaking in which the Participant may be, or may become, involved.

4.4 ACKNOWLEDGMENT AND UNDERTAKING

In recognition of the importance of this Confidentiality Policy, all Participants (excluding members of the Society and committee and task force members of the Society) shall be provided with a copy of this Confidentiality Policy and shall be requested to sign an acknowledgment of its receipt and an undertaking to comply with its procedures and guidelines.

5.0 DISCIPLINE POLICY

5.1 APPLICATION OF DISCIPLINE POLICY

This Discipline Policy applies to all directors, officers, and members of the Society, and to the Staff and Volunteers, in the course of their participation in, and activities with, the Society (collectively referred to in this Discipline Policy as the **"Participants"**).

For purposes of this Discipline Policy:

i. **"Staff"** refers to all employees and independent contractors of the Society, including, but not limited to, the Chief Executive Officer of the Society (the **"CEO"**); and

ii. **"Volunteers"** refers to all individuals who assist the Society in the fulfillment of its objects or provide services to the Society, in either case without remuneration from the Society, including, but not limited to, committee and task force members of the Society but excluding the directors and officers of the Society.

5.2 BREACHES UNDER DISCIPLINE POLICY

No list of rules can include all instances of misconduct which would result in discipline, and the disciplinary action taken in each case will be handled according to the severity, impact and other circumstances of the events that have occurred. A breach under this Discipline Policy (**"Breach"**) includes, but is not limited to, the following:

i. a breach of the Code of Conduct of the Society, which includes the Non-Discrimination and Workplace Harassment Policy, the Conflict-of-Interest Policy, and the Confidentiality Policy of the Society; and

ii. a decision, rendered by the Discipline Committee of the Association of the Professional Engineers of Ontario, as defined in *Professional Engineers Act,* R.R.O. 1990, Reg. 941, to suspend or revoke the licence, temporary licence, provisional licence, or limited licence of a Participant; and

iii. a violation of the *Professional Engineers Act,* R.R.O. 1990, Reg. 941, by a Participant not holding the required licence and/or certificate of authorization, resulting in an enforcement action by the Association of the Professional Engineers of Ontario; and

iv. any disruptive, inappropriate, belligerent, or abusive behaviour, comments or conduct that is displayed by a Participant during their attendance at a Society meeting, a Society-related social function or at any office of the Society; and

v. a violation of health and safety rules.

vi. a violation of the Society's policies; and

vii. any other misconduct.

5.3 TYPES OF SANCTIONS OR DISCIPLINARY MEASURES

Any Participant found to have committed a Breach may face sanctions and disciplinary measures that could include one or more of the following:

(i) issuance of a verbal warning.

(ii) issuance of a reprimand in writing.

(iii) requirement to make a formal apology.

(iv) counselling or mandatory attendance at educational seminars on Discrimination or Harassment (as those terms are defined in the Non-Discrimination and Workplace Harassment Policy of the Society).

(v) a written reprimand delivered to the alleged offender (and placed in their personnel file if the alleged offender is Staff).

(vi) reporting to the Association of Professional Engineers in Ontario in the case of a serious infraction or a series of persistent infractions being committed by a licensed professional engineer that constitute professional misconduct as defined in Section 72 of the *Professional Engineers Act*, R.R.O. 1990, Reg. 941.

(vii) for Staff, paid suspension, unpaid suspension, and/or termination of their position of employment in, or contractual relationship with, the Society.

(viii) for a member of the Society, suspension, or permanent termination of their membership in the Society.

(ix) for a director of the Society, proposal to the membership of the Society for their termination of office and removal as a director of the Society.

(x) for an officer of the Society, resolution by the board of directors of the Society for their removal from office.

(xi) for a committee or task force member of the Society, resolution by the board of directors of the Society for their removal from the position of appointment.

(xii) for a director, officer or member of the Society, notification to all members of the Society of the director's or officer's removal from office or suspension or termination as a member, as applicable, provided that **no such notification is permitted until the expiry of the applicable appeal period, or if an appeal has been filed with the appeal committee, until a decision has been rendered by the appeal committee**; or

(xiii) such other reasonable and prudent sanction or disciplinary measure as the CEO or the Executive Committee (or, until formed, the Ad Hoc Advisory Committee) of the Society (the "**Executive Committee**"), as applicable, may deem to be appropriate under the circumstances.

Sanctions and disciplinary measures imposed will depend on, among other factors, the severity of the concern or misconduct and the number of similar occurrences in the past. Except for termination of employment/membership/office or removal from position, any disciplinary measure may be repeated more than once, if necessary.

5.4 OVERVIEW OF PROCEDURE FOR BREACH

Except as otherwise set out in a policy or this Code, it shall be the responsibility of the Executive Committee to determine whether a Participant (other than Staff but including the CEO) has committed a Breach and to impose sanctions or disciplinary measures upon that Participant, as it deems appropriate. It shall be the responsibility of the CEO or their duly authorized designate, to determine whether a Staff member (excluding the CEO) has committed a Breach and to impose sanctions or disciplinary measures upon that Staff member, as the CEO or their duly authorized designate deems appropriate.

All factors should be considered when determining appropriate sanctions or disciplinary measures (for example, the nature of the Breach, the Participant's disciplinary record, the degree of aggression and physical contact in the Discrimination or Harassment, the period of time over which the Discrimination or Harassment took place, the frequency with which the Discrimination or Harassment took place, the vulnerability of the complainant and the injury to the complainant).

A sanction or disciplinary measure shall not be imposed upon a Participant until:

i. in the case of a Breach of the Non-Discrimination and Workplace Harassment Policy of the Society, the complaint procedures under such policy have been followed. Where circumstances do not practically or reasonably allow for each procedural step to be carried out, the Society will ensure that an investigation that is appropriate in the circumstances is conducted, if and as required by applicable law.

ii. in the case of a Breach of the Workplace Violence Prevention Policy of the Society, the investigation procedures under that policy have been followed. Where circumstances do not practically or reasonably allow for each procedural step to be carried out, the Society will ensure that an investigation that is appropriate in the circumstances is conducted, if and as required by applicable law.

iii. in the case of any other Breach, the Participant has:

(a) been notified in writing or otherwise of the Breach committed or complained of; and

(b) in the case of Staff (excluding the CEO and the VP, Organizational Effectiveness of the Society), been given an opportunity to be heard by the VP, Organizational Effectiveness of the Society or a delegate, or in the case of the VP, Organizational Effectiveness of the Society, been given an opportunity to be heard by the CEO or a delegate, or in the case of the CEO, been given an opportunity to be heard by the Chairperson of the Society or a delegate; or

(c) in the case of a Volunteer, or a director, officer, or member of the Society, been given an opportunity to be heard by the Executive Committee at a

meeting of the Executive Committee called specifically for that purpose or otherwise been given an opportunity to respond to the alleged Breach.

and every written or other notification for the imposition of a sanction or disciplinary measure upon a Participant shall contain the following information:

(d) the date or time frame within which the Breach was committed, if known;

(e) the specific duties and responsibilities breached by the Participant; and

(f) any other information reasonably required for the Participant to respond to the allegation or complaint.

Once the Participant has been heard at a meeting of the Executive Committee or has otherwise responded to the allegation or complaint, or declines to be heard, if applicable, the Participant shall be provided with a written notice setting out the specific sanction or disciplinary measure being imposed upon the Participant.

5.5 APPEAL COMMITTEE

a) Composition of Appeal Committee

Under this Discipline Policy, the board of directors of the Society has the authority to establish an *ad hoc* committee, to be known as the Appeal Committee, consisting of three (3) current directors of the Society appointed by the board of directors of the Society, all of whom are not on the Executive Committee. The board of directors of the Society shall appoint one (1) of the directors of the Society appointed to the Appeal Committee as chair of the Appeal Committee.

(b) Functions of Appeal Committee

The functions of the Appeal Committee shall include, but are not limited to, the following:

(i) to receive and consider an appeal of any sanctions or disciplinary measures imposed upon a Participant by the Executive Committee for a Breach.

(ii) to obtain and evaluate all pertinent and readily available information relating to any such appeal.

(iii) to seek input from the Participant that is subject to any sanction or disciplinary measure imposed by the Executive Committee in response to a Breach; and

(iv) to refer to the Executive Committee for further review and consideration the issue constituting the basis for the appeal.

5.6 MAKING AN APPEAL TO THE APPEAL COMMITTEE

A Participant (other than Staff but including the CEO) who has had a sanction or disciplinary measure imposed upon them by the Executive Committee has a right to appeal the sanction or disciplinary measure in writing to the Appeal Committee within twenty (20) Business Days after receiving the written notice of sanction or disciplinary measure from the Society. A Participant

who has appealed to the Appeal Committee to have a decision of the Executive Committee reviewed shall be entitled to an oral hearing before the Appeal Committee and will be notified in writing by the Appeal Committee regarding the date upon which such oral hearing will take place. The appeal must be heard by the Appeal Committee within thirty (30) Business Days after receiving the Participant's written notice of appeal. The Appeal Committee must render its decision within ten (10) Business Days after the oral hearing has taken place. Any decision of the Appeal Committee on such appeal shall be final and binding, unless the Appeal Committee deems it appropriate to return the issue constituting the basis for such appeal back to the Executive Committee for further review and consideration.

For purposes of this Discipline Policy, **"Business Days"** refers to a day other than a Saturday, a Sunday or a statutory or civic holiday in the Province of Ontario.

Staff shall not have any right to appeal a sanction or disciplinary measure imposed upon them by the CEO or by the Executive Committee, as applicable, to the Appeal Committee but instead shall have recourse to any legal remedies generally available to Staff.

5.7 WITHDRAWAL OR SETTLEMENT

Notwithstanding anything else contained in the bylaws of the Society, the Code of Conduct of the Society or in this Discipline Policy:

i. the Executive Committee may amend or withdraw a sanction or disciplinary measure imposed upon a Participant at any stage in the disciplinary process unless the matter has been appealed to and heard by the Appeal Committee; and

ii. the Executive Committee may enter into settlement discussions with a Participant resolving disciplinary issues at any stage in the disciplinary process, unless the matter has been appealed to and heard by the Appeal Committee. Any settlement reached at any stage in the disciplinary process shall be in writing and shall be signed on behalf of the Executive Committee by the Chairperson of the Society and by the Participant.

5.8 ACKNOWLEDGMENT AND UNDERTAKING

In recognition of the importance of this Discipline Policy:

i. all Participants (excluding members of the Society and committee and task force members of the Society) shall be provided with a copy of this Discipline Policy and shall be requested to sign an acknowledgment of its receipt and an undertaking to comply with its procedures and guidelines; and

ii. all members of the Society shall have a copy of this Discipline Policy made available for them online and shall be deemed to acknowledge and undertake compliance with this Discipline Policy by virtue of applying for, and renewal of, their membership in the Society.