



**CODE OF CONDUCT AND  
POLICY ON CONFLICTS OF INTEREST AND CONFIDENTIALITY**  
(Schedule E of Administrative Agreement)

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**SECTION 1**

**GENERAL**

**1.01 Application**

This Directors' Code of Conduct and Policy on Conflicts of Interest and Confidentiality (the "code") has been approved by the Board of the Bereavement Authority of Ontario (BAO) and the Minister. The code is intended to govern the conduct of Directors. It also sets out guidelines for avoiding and disclosing conflicts of interest and keeping information confidential.

**1.02 Definitions**

Unless otherwise specified, the words and expressions used in this code shall have the same meaning as in By-law No. 2 (the By-law), as may be amended or replaced from time to time, of the BAO.

**1.03 Complement to By-laws, etc.**

The provisions of this code are intended to complement and enhance in a consistent manner, the requirements that arise at law and the By-law.

**1.04 Interpretation**

This code shall be, unless the context otherwise requires, construed and interpreted in accordance with the interpretation provisions of the By-law.

## **SECTION 2**

### **DUTIES AND RESPONSIBILITIES OF INDIVIDUAL DIRECTORS**

#### **2.01 Responsibilities**

Each Director is expected to become an active participant in a Board that functions effectively as a whole. A Director is responsible to:

- a) be informed of the constating documents and legislation under which the BAO exists, its By-law, mission, values, codes of conduct, and policies as they pertain to the duties of a Director;
- b) keep generally informed about the activities of the BAO and the funeral establishment, transfer service, crematorium and cemetery licensing activities of the BAO and general trends in the sector(s) in which it operates;
- c) attend Board and committee meetings regularly and contribute from personal, professional and life experience to the work of the Board;
- d) exercise, in the performance of their duties, the degree of care, diligence and skill required of a Director pursuant to the laws under which the BAO is incorporated;
- e) be independent and impartial;
- f) not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;
- g) act with honesty and integrity and conduct themselves in a manner consistent with the nature and the responsibilities and the maintenance of public confidence in the conduct of the Board's business;
- h) offer their personal perspectives and opinions on issues that are the subject of Board discussion and decision;
- i) voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;
- j) maintain solidarity with fellow Directors in support of a decision that has been made in good faith in a legally constituted meeting, by Directors in reasonably full possession of the facts;

- k) ask the Directors to review a decision, if they have reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations;
- l) work with the staff of the BAO on committees or task forces of the Board;
- m) know and respect the distinction in the roles of Board and staff consistent with the principles of governance policies;
- n) exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the BAO's By-law and policies, and in particular with this code; and
- o) comply with all other codes and policies approved by the Board from time to time.

## **2.02 Conduct of Directors**

A Director will at all times conduct themselves in a manner that:

- a) supports the objectives of the BAO;
- b) serves the overall best interests of the BAO;
- c) subordinates personal interests, and those of any particular constituency, to the best interests of the BAO;
- d) brings credibility and goodwill to the BAO;
- e) respects principles of fair play and due process;
- f) demonstrates respect for individuals and human rights;
- g) respects and gives fair consideration to diverse and opposing viewpoints;
- h) demonstrates due diligence and dedication in preparation for, and attendance at, meetings, special events and in all other activities on behalf of the BAO;
- i) demonstrates good faith, prudent judgment, honesty, transparency and openness in their activities performed on behalf of the BAO;
- j) ensures that the financial affairs of the BAO are conducted in a responsible and

transparent manner with due regard for their fiduciary responsibilities and public trusteeship;

- k) avoids real or perceived conflicts of interest;
- l) conforms with the By-law and policies approved by the Board, in particular this code and the Oath of Office and Confidentiality Agreement.

## **SECTION 3**

### **CONFLICT OF INTEREST GUIDELINES**

#### **3.01 Integrity**

These Conflict of Interest Guidelines are intended to ensure the highest standards and maintenance of the integrity of the Board. Directors shall act at all times in the best interests of the BAO rather than in their own interest or in the interests of particular constituencies. This means putting the interests of the BAO ahead of any personal interest or the interest of any other person or entity. It also means performing their duties and transacting the affairs of the BAO in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board.

#### **3.02 No Pecuniary Benefit**

- a) No Director shall directly or indirectly receive any profit from their position as such, provided that, notwithstanding anything herein contained to the contrary, Directors may receive reasonable payment for their services and reimbursement for reasonable expenses incurred by them in the performance of their duties as permitted in the By-law and approved by the Board in accordance with the obligations of the BAO under any Administrative Agreement entered into by the BAO with His Majesty the King in right of the Province of Ontario.
- b) The pecuniary interests of immediate family members (including the immediate family members of a Director's partner) or close personal or business associates of a Director are considered to also be the pecuniary interests of the Director.

#### **3.03 Definition of Conflict of Interest**

- a) A conflict of interest refers to situations in which personal, occupational or financial considerations may affect, or appear to affect, a Director's objectivity, judgment or ability to act in the best interests of the BAO and includes conflicts as described in subsection 3.04 hereof.
- b) A conflict of interest may be real, potential or perceived in nature.

- c) A real conflict of interest arises where a Director has a private or personal interest, for example, a close family connection or financial interest.
- d) A potential conflict of interest may arise when a Director has a private or personal interest such as an identified future commitment.
- e) A perceived or apparent conflict of interest may exist when a reasonable, well-informed person has a reasonable belief that a Director has a conflict of interest, even if there is no real conflict.
- f) Full disclosure, in itself, does not remove a conflict of interest.

### **3.04 Examples of Conflict of Interest on the Part of a Director**

The following examples constitute conflicts of interest under this code:

- a) Any circumstance that may result in a personal or financial benefit to a Director or their family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to the BAO other than payment for services of a Director as permitted in this code, including contracted work or honoraria; or accessing financial or other resources for personal use, i.e., transportation, training costs, supplies, equipment, etc.
- b) Personal interests which conflict with the interests of stakeholders of the BAO or are otherwise adverse to the interests of the BAO.
- c) Seeking, accepting or receiving any personal benefit from a supplier, vendor or any individual or organization doing or seeking business with the BAO.
- d) Being a member of the Board or staff of another entity which might have material interests that conflict with the interests of the BAO or its stakeholders; and, dealing with matters on one Board which might materially affect the other Board.
- e) Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate, or friend of the Director.

### **3.05 Principles for Dealing with Conflict of Interest**

- a) Both prior to serving on the Board and during their term of office, Directors must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the Board or its committees deals with the matter at

issue.

- b) If the Director is not certain whether they are in a conflict of interest position, the matter may be brought before the Chair or the Board for advice and guidance.
- c) If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by majority vote if a conflict exists. The Director potentially in conflict of interest shall be absent from the discussion and shall not vote on the issue.
- d) It is the responsibility of other Directors who are aware of a real, potential or perceived conflict of interest on the part of a fellow Director to raise the issue for clarification, first with the Director in question and, if still unresolved, with the Chair.
- e) The Director must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and, unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
- f) The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the Director left and returned to the meeting shall also be recorded.

### **3.06 Gifts and Hospitality**

Directors shall not directly or indirectly offer or accept cash payments, gifts, gratuities, privileges or other personal rewards, which are intended to influence the activities or affairs of the BAO. Directors may, however, give or receive modest gifts or hospitality as a matter of general and accepted business practice, provided the foregoing does not include cash or other negotiable instruments and provided further proper accounting of any such expenses is made.

### **3.07 Complaints and Disputes Involving Directors**

- a) The Board, in a meeting duly called for the purpose, shall review any complaints that a Director has violated any provision of the BAO's By-law, or policies approved by the Board, in particular, this code and its Oath of Office and Confidentiality Agreement.
- b) The Board shall similarly review disputes between Directors that interfere with the ability of the Board to carry out its duties.

- c) Complaints of a grave nature may be referred to an independent arbiter.
- d) Allegations of illegal activity shall be immediately referred to appropriate authorities for investigation. Any Director against whom such allegations are made shall take a leave of absence from the Board pending completion of the investigation.
- e) The review of such complaints or disputes shall include an opportunity for the Director concerned to present their position.
- f) The Board may make such determination as it sees fit including:
  - i. dismissal of the complaint;
  - ii. a letter of reprimand to the Director from the Board;
  - iii. oral censure of the Director in question before the Board;
  - iv. removal of an elected Director or recommending removal of an appointed Director from the Board; or
  - v. such other outcome as the Board determines is appropriate having regard to the facts and the gravity of the violations of the code and Confidentiality Agreement.

## **SECTION 4**

### **CONFIDENTIALITY**

#### **4.01 Confidential Information**

Confidential information means all information relating to the business and affairs of the BAO, regardless of the manner in which it is furnished (whether oral or in writing or in any other form or media) or obtained by the Director through observation or examination of the BAO's facilities or procedures, but does not include information that:

- a) is already published or otherwise is or becomes readily available to the public, other than by a breach of this code;
- b) is rightfully received by the Director from a third party not in breach of any obligation of confidentiality to the BAO;
- c) is proven to be known by the Director on a non-confidential basis prior to

disclosure hereunder; or

- d) is proven to be developed by the Director independent of any disclosure by the BAO.

#### **4.02 Use of Confidential Information**

The Director will use the confidential information solely for the purposes of the BAO. Subject to Section 4.05, the Director will not disclose the confidential information to any person other than the BAO's representatives. The Director will:

- a) prior to disclosing the confidential information to any such representative, issue appropriate instructions to such representative with respect to the restrictions that apply to the confidential information and obtain the representative's agreement to receive and use the confidential information on a confidential basis on the same conditions as contained in this code and otherwise to comply with the terms hereof; and
- b) be responsible for any and all of their breaches of the terms of this code.

The confidential information will not be copied, reproduced in any form or stored in a retrieval system or database by the Director without the prior written consent of the BAO, except for such copies and storage as may be required by the Director in their capacity as a member of the Board. The Director will take reasonable security measures and use care to preserve and protect the secrecy of, and to avoid the disclosure or use of the confidential information. The Director will promptly advise the BAO in writing of any misappropriation or misuse by any person of the confidential information that may come to their attention.

#### **4.03 Return of Confidential Information**

Upon the request of the BAO, any confidential information it has furnished to the Director will be promptly returned (accompanied by all copies thereof made by the Director) and deleted from all retrieval systems and databases by the Director. With the consent of the BAO, any confidential information that would otherwise be returned to the BAO may instead be destroyed by the Director. The Director will deliver to the BAO a certificate by the Director of such return (or destruction) and deletion.

#### **4.04 Rights in Confidential Information**

All right, title and interest in and to the confidential information will remain the exclusive property of the BAO and the confidential information will be held in trust and confidence by the Director for the BAO. No interest, licence or any right respecting the confidential information, other than expressly set out herein, is granted to the Director under this



code by implication or otherwise. Nothing herein contained will be deemed to limit or restrict the rights of the BAO to assert claims for copyright infringement against the Director.

#### **4.05 Legally Required Disclosure**

If the Director is requested pursuant to, or required by, applicable law or legal process to disclose any confidential information, the Director may make such disclosure but must first provide the BAO with prompt notice of such request or requirement, unless notice is prohibited by law, in order to enable the BAO to seek an appropriate protective order or other remedy or to waive compliance with the terms of this code or both. The Director will not oppose any action by the BAO to seek such a protective order or other remedy. If, failing the obtaining of a protective order or other remedy by the BAO, such disclosure is required, the Director will use reasonable efforts to ensure that the disclosure will be afforded confidential treatment.

#### **4.06 Confidential Information**

It is the responsibility of Directors to know what information is confidential and to obtain clarification when in doubt. Except as they may be compelled by applicable legal process, a Director must, both while having and after ceasing to have that status, treat as confidential all information regarding the policies, internal operations, systems, business and affairs of the BAO obtained by reason of their status as a Director and not generally available to the public. A Director shall not use information obtained as a result of his or her involvement on the Board for his or her personal benefit. Each Director shall avoid activities which may create appearances that they have benefited from confidential information received during the course of their duties as a Director.

#### **4.07 Review of Code**

Each Director, forthwith after being elected or appointed, shall meet with the BAO's legal counsel or the Chair to review this code and such other policies of the BAO that apply to Directors.

#### **4.08 Oath of Office and Confidentiality Agreement**

Each Director is required to sign and agree to comply with the Oath of Office and Confidentiality Agreement. Failure to do so will result in removal from office as a Director.

**Bereavement Authority of Ontario**

**His Majesty the King in right of Ontario**

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Director

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Minister of Public and Business Service  
Delivery

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Date:

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Date: