

OTF Conflict of Interest Rules

CONTENTS

PART I

RULES FOR PUBLIC APPOINTEES AND EMPLOYEES OF THE ONTARIO TRILLIUM FOUNDATION

INTERPRETATION

1. Definitions
2. Application and Inconsistency Statement

PROHIBITED CONDUCT

3. Benefiting self, spouse or children
4. Accepting gifts
5. Disclosing confidential information
6. Giving preferential treatment
7. Hiring family members
8. Engaging in business, etc.
9. Participating in decision-making

MATTERS THAT MIGHT INVOLVE THE PRIVATE SECTOR

10. Interpretation

PART II

RULES FOR FORMER PUBLIC APPOINTEES AND EMPLOYEES OF A OTF

INTERPRETATION

11. Definition
12. Application

PROHIBITED CONDUCT

13. Seeking preferential treatment, etc.
14. Disclosing confidential information
15. Restriction on lobbying
16. Restriction on employment, etc.
17. Restriction re certain transactions
18. Additional rules for former public appointees and employees of OTF

PART III

POLITICAL ACTIVITY RESTRICTION

19. Application
20. Rules

PART I
RULES FOR PUBLIC APPOINTEES AND EMPLOYEES OF OTF

INTERPRETATION

Definitions

1. In this Part,

“**confidential information**” means information that is not available to the public and that, if disclosed, could result in harm to a OTF or the Crown, or could give the person to whom it is disclosed an advantage;

“**Conflict of Interest Commissioner**” means the Conflict of Interest Commissioner appointed by the Lieutenant Governor in Council pursuant to the *Public Service of Ontario Act, 2006*;

“**Public Appointee**” means a person appointed by the Lieutenant Governor in Council as a member of the Board of Directors or Grant Review Teams for OTF;

“**Employee**” means a person employed by OTF and includes the CEO;

“**employment**” means in respect of a Public Appointee, the Public Appointee’s appointment and, in respect of an Employee, the Employee’s employment;

“**ethics executive**” means the ethics executive identified in the *Public Service of Ontario Act, 2006*. Without limiting the foregoing this means, generally, the CEO of OTF for persons employed by OTF; the Chair of OTF for the Public Appointees; and the Conflict of Interest Commissioner for the CEO and the Chair; and in respect of former Employees and former Public Appointees, means the Conflict of Interest Commissioner;

“**external activity**” means an activity outside of a Public Appointee’s or Employee’s employment with OTF and includes (i) employment by another person, organization or entity; (ii) engaging in a business or undertaking; (iii) an activity or undertaking for another person, organization or entity, whether paid or unpaid, and (iv) an appointment as an officer, or to the board of directors of another person, organization or entity;

“**gift**” includes a benefit of any kind;

“**Senior Leadership Team**” means people employed at OTF who hold executive positions with “Chief” or “Vice President” in their title.

“**spouse**” means,

- (a) a spouse as defined in section 1 of the *Family Law Act*, or
- (b) either of two persons who live together in a conjugal relationship outside marriage.

Application and Consistency Statement

2. (1) These Conflict of Interest Rules apply to every Public Appointee and Employee.

(2) Every Public Appointee and Employee is expected to comply with these rules. These conflict of interest rules are based on those set out in Ontario Regulation 381/07 and are intended to establish a degree of ethical conduct that is of a standard that is at least equivalent to that set out in the regulation. If any provision in these rules is determined by the Conflict of Interest Commissioner to establish a degree of ethical conduct that is lower than the regulation, the Public Appointees and Employees will be notified and the provision in the regulation will thereafter prevail.

PROHIBITED CONDUCT

Benefiting self, spouse or children

3. (1) A Public Appointee or an Employee shall not use or attempt to use his or her employment by OTF to directly or indirectly benefit himself or herself or his or her spouse or children.
- (2) A Public Appointee or an Employee shall not allow the prospect of his or her future employment by a person or entity to detrimentally affect the performance of his or her duties to OTF and Crown.

Accepting gifts

4. (1) A Public Appointee or an Employee, shall not accept a gift from any of the following persons or entities if a reasonable person might conclude that the gift could influence the Public Appointee or the Employee when performing his or her duties to OTF or the Crown:
 1. A person, group or entity that has dealings with OTF;
 2. A person, group or entity to whom the Public Appointee or Employee provides services in the course of his or her duties to OTF or the Crown;
 3. A person, group or entity that seeks to do business with OTF.
- (2) Subsection (1) shall not operate to prevent a Public Appointee or an Employee from accepting a gift of nominal value given as an expression of courtesy or hospitality if doing so is reasonable in the circumstances.
- (3) A Public Appointee or Employee who receives a gift in the circumstances described in subsection (1) shall notify his or her ethics executive.

Disclosing confidential information

5. (1) A Public Appointee or an Employee shall not disclose confidential information obtained during the course of his or her employment by OTF to a person or entity unless the Public Appointee or Employee is authorized to do so by law or by OTF or the Crown.
- (2) A Public Appointee or an Employee shall not use confidential information in a business or undertaking outside his or her work for OTF.
- (3) A Public Appointee or an Employee shall not accept a gift directly or indirectly in exchange for disclosing confidential information.

Giving preferential treatment

6. (1) When performing his or her duties to OTF or the Crown, a Public Appointee or an Employee shall not give preferential treatment to any person or entity, including a person or entity in which the Public Appointee or Employee or a member of his or her family or a friend has an interest.
- (2) When performing his or her duties to OTF or the Crown, a Public Appointee or an Employee shall endeavour to avoid creating the appearance that preferential treatment is being given to a person or entity that could benefit from it.
- (3) A Public Appointee or an Employee shall not offer assistance to a person or entity in dealing with OTF or the Crown, other than assistance given in the ordinary course of the Public Appointee's or Employee's employment.

Hiring family members

7. (1) A Public Appointee or an Employee shall not, on behalf of OTF, hire his or her spouse, child, parent or sibling.
- (2) A Public Appointee or an Employee shall not, on behalf of OTF, enter into a contract with his or her spouse, child, parent or sibling or with a person or entity in which any of them has a substantial interest.
- (3) A Public Appointee or an Employee who reports to, or supervises the work of, his or her spouse, child, parent or sibling shall notify his or her ethics executive.
- (4) A Public Appointee or an Employee who hires a person on behalf of OTF shall ensure that the person does not report to, or supervise the work of, the person's spouse, child, parent or sibling.

Engaging in business, etc.

- 8.** A Public Appointee or an Employee shall not engage in an external activity in any of the following circumstances:
- (1) If the Public Appointee or Employee's private interests in connection with the external activity could conflict with his or her duties to OTF and the Crown;
 - (2) If the external activity would interfere with the Public Appointee's or Employee's ability to perform his or her duties to OTF and the Crown;
 - (3) If the external activity is in a professional capacity and is likely to influence or detrimentally affect the Public Appointee's or Employee's ability to perform his or her duties to OTF and the Crown;
 - (4) If the external activity would constitute full-time employment for another person; however, this paragraph does not apply with respect to Public Appointees because they are considered "part-time"; nor does it apply to an Employee who is employed part-time by OTF. This paragraph also does not apply with respect to a Public Appointee or an Employee who is on an authorized leave of absence from his or her position, but only if the external activity is not contrary to or inconsistent with the terms of the leave of absence.
 - (5) If, in connection with the external activity, any person would derive an advantage from the Public Appointee's or Employee's employment with OTF;
 - (6) If OTF or Crown premises, equipment or supplies are used in the external activity.

Participating in decision-making

- 9.** (1) A Public Appointee or an Employee shall not participate in decision-making by OTF or the Crown with respect to a matter that the Public Appointee or Employee is able to influence in the course of his or her duties if the Public Appointee or Employee could benefit from the decision.
- (2) Subsection (1) does not apply if the Public Appointee or Employee obtains the prior approval of his or her ethics executive to participate in decision-making by OTF with respect to the matter.
- (3) A Public Appointee or an Employee who, in the course of his or her employment in OTF, is a member of a body or group shall not participate in, or attempt to influence, decision-making by the body or group with respect to a matter:
- (i) if the Public Appointee or Employee could benefit from the decision; or
 - (ii) if, as a result of the decision, the interests of the body or group could conflict with the interests of OTF or the Crown.
- (4) A Public Appointee or an Employee described in subsection (3) shall inform the body or group if the circumstances described in that subsection exist.

MATTERS THAT MIGHT INVOLVE THE PRIVATE SECTOR

Application Certain Provisions of Ontario Regulation 381/07

- 10.** (1) **Sections 10, 11 and 12** of Ontario Regulation 381/07, set out in Appendix 1, form part of these OTF Conflict of Interest Rules.
- (2) When a Public Appointee or an Employee begins work on a matter that might involve the private sector, as defined by section 10 of Ontario Regulation 381/07, he or she may be required to make a declaration to the Conflict of Interest Commissioner, in accordance with section 11 of Ontario Regulation 381/07. He or she may also be subject to restrictions on certain purchases in accordance with section 12 of Ontario Regulation 381/07.

PART II

RULES FOR FORMER PUBLIC APPOINTEES AND EMPLOYEES OF OTF

INTERPRETATION

Definition

11. In this Part, “designated senior position” means:

- (1) every Public Appointee, including the Chair of the Board; each member of the Board, every Grant Review Team member, including every GRT Chair
- (2) the CEO
- (3) every member of the Senior Leadership Team
- (4) every Program Manager, Capacity Building Specialist, and granting program Director, including Regional Directors.

Application

12. This Part applies with respect to every former Public Appointee and every former Employee.

PROHIBITED CONDUCT

Seeking preferential treatment, etc.

13. A former Public Appointee or a former Employee shall not seek preferential treatment by, or privileged access to, Public Appointees or Employees of OTF or public servants who work in a minister’s office, a ministry or another public body.

Disclosing confidential information

14. (1) A former Public Appointee or a former Employee shall not disclose confidential information obtained during the course of his or her employment by OTF to a person or entity unless the former Public Appointee or a former Employee is authorized to do so by law, by OTF or by the Crown.
- (2) A former Public Appointee or a former Employee shall not use confidential information in a business or undertaking.

Restriction on lobbying

15. (1) This section applies to a former Public Appointee or a former Employee who, immediately before ceasing to be a Public Appointee or Employee, was employed in a designated senior position.
- (2) For 12 months after ceasing to be a Public Appointee or Employee, the former Public Appointee or former Employee shall not lobby any of the following persons on behalf of a public body or another person or entity:
1. A Public Appointee or Employee who works at OTF;
 2. A public servant who works in a ministry or public body in which the former Public Appointee or former Employee worked at any time during the 12 months before he or she ceased to be a public servant ;
 3. The minister of any ministry in which the former Public Appointee or former Employee worked at any time during the 12 months before he or she ceased to be a public servant ;
 4. A public servant who works in the office of a minister described in paragraph 3.

Restriction on employment, etc.

16. (1) This section applies to a former Public Appointee or former Employee who, immediately before ceasing to be a Public Appointee or Employee was employed in a designated senior position and who, at any

- time during the 12 months before he or she ceased to be employed as a Public Appointee or Employee,
- (a) had substantial involvement with a public body or another person or entity; and
 - (b) had access to confidential information that, if it were to be disclosed to the public body, person or entity, could result in harm to OTF or the Crown or could give the public body, person or entity an unfair advantage in relation to one or more third parties.
- (2) For 12 months after ceasing to be a Public Appointee or an Employee, the former Public Appointee or former Employee shall not accept employment with the public body, person or entity or serve as a member of the board of directors or other governing body of the public body, person or entity.

Restriction re certain transactions

17. (1) This section applies to a former Public Appointee or former Employee who, during the course of his or her employment, advised OTF or the Crown about a particular proceeding, negotiation or other transaction.
- (2) The former Public Appointee or the former Employee shall not advise or otherwise assist any public body or any other person or entity in connection with the particular proceeding, negotiation or other transaction until OTF or the Crown ceases to be involved in it.
- (3) Despite subsection (2), the former Public Appointee or the former Employee may continue to advise or otherwise assist OTF or the Crown in connection with the particular proceeding, negotiation or other transaction.

Additional rules for former public appointees and employees of OTF

18. (1) This section applies to a former Public Appointee or former Employee who, immediately before ceasing to be a Public Appointee or Employee was employed in a designated senior position.
- (2) For 12 months after ceasing to be a Public Appointee or an Employee, the former Public Appointee or former Employee shall not apply for nor report on an OTF grant on behalf any organization, public body, person or entity; nor shall the former Public Appointee or former Employee write, edit, or contribute to an application or report related to an OTF application or grant.

PART III

POLITICAL ACTIVITY RESTRICTIONS

Application

19. This Part applies to every Public Appointee and Employee.

Rules

20. The political activities of Public Appointees and Employees are governed by rules under the *Public Service of Ontario Act, 2006*. For complete details about these political activity rules refer to Part V of the *Public Service of Ontario Act, 2006*.

Appendix 1 to OTF Conflict of Interest Rules
Sections 10, 11 and 12 of Ontario Regulation 381/07

Section 10 of Ontario Regulation 381/07

Interpretation

- (1) Sections 11 and 12 apply to every Public Appointee and every Employee who works in OTF, who routinely works on one or more matters that might involve the private sector and who has access to confidential information about the matter obtained during the course of his or her employment by OTF.
- (2) In this section and in sections 11 and 12,
“matter that might involve the private sector” means a matter,
 - (a) that relates to services currently provided under a program of the Crown or by a public body, an agency of the Crown or a corporation controlled by the Crown with respect to which it is possible that a private sector entity will provide all or part of the financing for the services or will provide some or all of the services, and
 - (b) that has been referred to a ministry, a public body or an agency of the Crown by the Executive Council or a member of the Executive Council for review or implementation.

Section 11 of Ontario Regulation 381/07

Duty to declare certain financial interests

- (1) When a Public Appointee or an Employee described in subsection 10 (1) begins work on a matter that might involve the private sector, he or she shall make a declaration to the Conflict of Interest Commissioner in which the Public Appointee or Employee discloses the following matters respecting his or her financial interests:
 1. A legal or beneficial interest of the Public Appointee or Employee in securities or derivatives of corporations or governments, other than the Government of Ontario;
 2. A legal or beneficial interest of the Public Appointee or Employee in a business entity or a commercial operation or in the assets of such an entity or operation;
 3. A legal or beneficial interest of the Public Appointee or Employee in real property.
 4. A legal or beneficial interest of the Public Appointee or Employee in a mutual fund that is operated as an investment club where,
 - i. its shares or units are held by not more than 50 persons and its indebtedness has never been offered to the public,
 - ii. it does not pay or give any remuneration for investment advice or in respect of trades in securities, except normal brokerage fees, and
 - iii. all of its members are required to make contributions in proportion to the shares or units each holds for the purpose of financing its operations.
- (2) Despite subsection (1), the Public Appointee or Employee is not required to disclose his or her legal or beneficial interest in any of the following:
 1. A mutual fund within the meaning of subsection 1 (1) of the *Securities Act* other than a mutual fund described in paragraph 4 of subsection (1) above;
 2. Fixed-value securities issued or guaranteed by a government or a government agency;
 3. A guaranteed investment certificate or similar financial instrument issued by a financial institution entitled by law to issue such instruments;
 4. A registered pension plan, an employee benefit plan, an annuity or life insurance policy or a deferred profit sharing plan;
 5. Real property that the Public Appointee or Employee, or a member of his or her family, uses primarily as a residence or for recreational purposes.
- (3) The Public Appointee or Employee shall disclose the information required by subsection (1), with necessary modifications, in respect of his or her spouse and dependent children, but only to the extent that the legal or beneficial interests of the spouse or a child could create a conflict of interest.
- (4) For the purpose of subsection (3), the Public Appointee or Employee shall make reasonable efforts to obtain information about the financial interests described in subsection (1) of his or her spouse and dependent children.
- (5) The Public Appointee or Employee shall give the Conflict of Interest Commissioner a revised declaration whenever there is a change in any of the information required to be disclosed.

Section 12 of Ontario Regulation 381/07

Prohibition on certain purchases

- (1) A Public Appointee or an Employee described in subsection 10 (1) shall not purchase, or cause another person to purchase on his or her behalf, a legal or beneficial interest in an entity that is carrying on, or proposes to carry on, an activity relating to a matter that might involve the private sector.
- (2) Despite subsection (1), a Public Appointee or an Employee may purchase an interest in a mutual fund (within the meaning of subsection 1 (1) of the *Securities Act*) that includes securities of a person or entity described in subsection (1) but not an interest in a mutual fund described in paragraph 4 of subsection 11 (1) of this Regulation that includes such securities.
- (3) The prohibition described in subsection (1) ceases to have effect with respect to the matter,
 - (a) six months after the date on which the action in respect of the matter is completed; or
 - (b) six months after the date OTF ceases to work on the matter.