

***CODE OF ETHICS FOR EMPLOYEES, MEMBERS OF THE BOARD OF
TRUSTEES AND ADVISORS TO COMMITTEES OF THE BOARD***

of the

NATIONAL GALLERY OF CANADA

and

the Canadian Museum of Contemporary Photography

September 2004

CODE OF ETHICS FOR EMPLOYEES, MEMBERS OF THE BOARD OF TRUSTEES AND ADVISORS TO COMMITTEES OF THE BOARD

1. INTRODUCTION

Managers and employees of the National Gallery of Canada, members of its Board of Trustees, and Advisors to committees of the Board are expected to act in accordance with the highest possible ethical standards in matters concerning the Gallery. The National Gallery of Canada, including the Canadian Museum of Contemporary Photography, is committed to fulfilling its mandate and being seen to do so, in an ethical, transparent manner and to meeting the public expectation of trust and confidence in its national institutions.

2. PURPOSE

The purpose of the Code of Ethics is to ensure that in the performance of their duties, employees of the National Gallery of Canada, members of its Board of Trustees and Advisors to committees of the Board do not place themselves in a position where their personal interests are, or might appear to be, in conflict with the interests of the National Gallery of Canada as defined in the Gallery's mandate, policies and procedures.

3. APPLICATION

This Code applies to all employees of the National Gallery of Canada, members of its Board of Trustees and Advisors to committees of the Board. For more certainty, the Code will apply equally to employees, Members of the Board of Trustees and Advisors to committees of the Board. The term "employee" refers to all individuals and members of bargaining units who fall within the jurisdiction of the *Canada Labour Code*.

4. MANAGERS

Managers (Directors and Chiefs) have a particular responsibility to exemplify, in the fulfilment of their duties, a high level of ethics and values. They have a special duty of care to ensure compliance with both the spirit and the letter of this Code. The Senior Management team is responsible for the development and implementation of appropriate procedures and practices to ensure compliance with this Code.

5. RESPONSIBILITY FOR INFORMATION DISSEMINATION AND METHODS OF COMPLIANCE

The Director of Human Resources is responsible for ensuring that the methods of compliance defined in the Code are in place and that information and educational materials related to the Code of Ethics for the Gallery community are widely available electronically and that hard copies of the Code are posted in public locations.

6. POLICIES

Employees, Members of the Board of Trustees, and Advisors to the committees of the Board *inter alia* shall:

- 6.1. Avoid conduct that may result in any real or apparent conflict of interest with the interests of the National Gallery of Canada;
- 6.2. Perform their official duties and arrange their personal and business affairs in such a manner that public confidence and trust in their integrity, objectivity and impartiality are preserved;
- 6.3. Not solicit or accept financial compensation of any kind, nor any special discount, loan, or gift from persons, groups or organizations having dealings or potential dealings with the National Gallery;
- 6.4. Not act beyond the bounds of their official roles to assist private entities or persons in their dealings with the National Gallery of Canada, and shall avoid situations where such assistance could in any way be construed as a binding action or representation on behalf of the Gallery;
- 6.5. Not take advantage of, or benefit from, information that is obtained in the course of their official duties and responsibilities. While endorsing the principle of transparency in government, confidentiality must be observed;
- 6.6. Act in a manner that will bear the closest public scrutiny. An individual subject to the Code may not do indirectly anything that may not be done directly under this Code;
- 6.7. Not directly or indirectly use, or allow the use of, Gallery property of any kind other than for officially approved activities;
- 6.8. Comply, at all times, with the *Human Rights Code* and ancillary legislation.

In addition to the principles outlined in this Code, every employee, Board Member and Advisor is also required to observe any standard of conduct that is or may in future be prescribed in legislation governing the National Gallery of Canada, the Canadian Museum of Contemporary Photography and any ancillary legislation.

7. SPECIFIC METHODS TO PREVENT CONFLICT OF INTEREST

The purpose of these measures is to establish rules of conduct respecting conflict of interest and to minimize the possibility of conflicts arising between private interest and public duties of, *inter alia*, the National Gallery's employees, Board Members and Advisors. They are intended as protection from allegations of conflict of interest and for the avoidance of risk.

Conflict of interest does not relate exclusively to matters concerning financial transactions and the transfer of economic benefit. While financial activity is important, it is not the sole source of potential conflict of interest situations.

It is impossible to identify every situation that could give rise to a real, apparent or potential conflict. When in doubt, individuals should seek guidance from their superior.

7.1. Collecting Art:

The National Gallery of Canada recognizes that employees, Board Members, and Advisors may and do collect works of art for their personal enjoyment. However, they and, in particular, those closely associated with the Gallery's collections and acquisitions function, occupy a position of trust in this regard and must exercise care to ensure that no actual or potential conflict of interest can arise between themselves and the National Gallery of Canada.

An employee who learns of an art object available for purchase, which is reasonably likely to be of interest to the Gallery for its collections, is expected to place the interests of the Gallery ahead of his/her own in acquiring the object.

Accordingly, in all such cases when such information is not generally known to members of the public through catalogues or public announcements, the employees shall bring the availability of the object to the attention of the Curator responsible for the collecting area or the Director, as the case may be, in order to give the Gallery the first opportunity to acquire the object. If circumstances make this impossible, as for example when learning of the object under circumstances where it must be purchased immediately or not at all, they are expected, if successful in acquiring the object, to give the Gallery the opportunity to acquire the object within a reasonable time (not to exceed two months) from the employee at cost.

No employee shall sell or donate an object from his/her personal collection to the Gallery without first obtaining approval from the Board of Trustees.

The Gallery will take whatever steps it deems appropriate to determine the fairness of the price proposed. If the Gallery declines to purchase the object at the price proposed, the employee may not thereafter (except at public auction) sell or exchange the object to a third party for a lower price unless the Gallery has again declined to purchase it at such a lower price.

Curators shall bring the availability of an object to the attention of the Director. The Director, Members of the Board of Trustees and Advisors of committees of the Board shall bring it to the attention of the Chairperson of the Board.

Unless personal collecting activities are minimal, each employee should review his/her personal collection and/or collecting activities with the Director on an annual basis.

7.2. Dealing in Art:

An employee may not act on his/her own behalf as a dealer in purchasing and selling works of art, and may not accept any sales commission or other consideration including personal gifts relating to the purchase, display or sale of art by the Gallery. No individual may use his/her influence at the Gallery, or confidential information acquired through employment with the Gallery, for personal gain in the art market.

Unless declared in writing at the time of appointment to the Chairperson of the Board or, alternatively, unless approved in advance by the Chairperson of the Board, Trustees and Advisors of the Acquisitions Committee shall not deal in fine art, buy and sell art for profit on a regular basis, maintain a financial interest in any dealership or gallery or receive a commission or other compensation for facilitating purchases or sales of fine art.

Any work of art, which the Gallery wishes to purchase from a Board Member or an Advisor to the Board, must be placed before the full Board for approval and the potential seller must excuse himself/herself from the Board's deliberations.

7.3. Referrals:

If asked to respond to a request to provide referrals for appraisals or conservation, an individual is required to provide the names of two or more individuals or organizations and to expressly advise the inquirer that the Gallery bears no responsibility for the recommendations.

7.4. Appraisals:

It can be of benefit to the National Gallery of Canada for the employees to assist others in determining the aesthetic quality and authenticity of their works of art. However, such assistance shall be provided free of monetary or other personal consideration to the employee. No employees shall issue a written statement of monetary valuation except when the Gallery has clearly indicated that this is required in the course of ordinary Gallery business.

7.5. Outside Employment:

Employees' involvement in scholarly and educational activities outside the Gallery and beyond the regular requirements of their responsibilities is encouraged and recognized as a potentially important means for the Gallery to fulfill its mandate, within specific parameters. Teaching, lecturing and writing, among other activities, are encouraged, provided the activities do not interfere with the performance of occupational responsibilities at the Gallery.

If the activities are performed outside working hours as defined in collective agreements and the *Canada Labour Code*, and away from Gallery facilities, and without any support services from the Gallery, then the employee may retain fees, honoraria, and copyrights.

If the employee's activities are performed during normal working hours or are directly related to the knowledge, resources or information derived from his/her employment with the National Gallery, the employee and the senior manager responsible for the area must agree in advance on an equitable arrangement concerning the time and resources. Any remuneration or honoraria must be assigned to the National Gallery of Canada and the copyrights retained by the National Gallery of Canada.

All outside employment must be based on the premise that the employee's primary responsibility is to the Gallery, that the outside activity will not interfere with this responsibility, and that it will not compromise the professional integrity of the employee or the reputation of the Gallery. The responsibility lies with the employee to seek approval from their senior manager before engaging in such activities.

Employees engaged in outside activities similar to those they perform for the Gallery are often perceived as representatives of the Gallery, even though the outside work may be wholly independent of that institution. For that reason, employees must obtain prior written approval from their senior manager before accepting any outside employment that in any way resembles or relates to the duties they perform for the Gallery, after first disclosing in writing to their senior manager the particulars of the outside employment, project or consultancy. The Director must disclose in writing any outside employment, project or consultancy, planned by him/her to the Gallery's Chairperson. An employee need not disclose a small business or activity entirely unrelated to the work he/she performs for the Gallery.

7.6. Use of National Gallery's Property:

The use of the Gallery's property for any purpose other than one officially approved is prohibited.

When a Trustee or an Advisor of a committee of the Board seeks employee assistance or the use of Gallery property or facilities for matters other than Gallery related activities, they should not expect that such assistance will be rendered to an extent greater than that available to a member of the general public in similar circumstances or with similar needs.

7.7. Avoidance of Preferential Treatment of Family, Friends and Partners:

An individual will not generally be hired for, or employed in, any position which (1) involves direct supervision of, or by, a relative (2) could result in the use of improper influence regarding any aspect of Gallery operations, or may be perceived to do so.

When participating in any decision-making related to a contract or a staffing process, Gallery management and staff shall ensure no preferential treatment is granted, or perceived to be granted, to family, friends or partners.

7.8. Financial Interest:

For this purpose, financial interest means any participation as owner, officer, board member, partner, employee or other beneficiary of a company or business furnishing or in a position to furnish services, materials or supplies to the Gallery. An employee shall not hold a financial interest in or receive any personal benefit from such a company or business.

The definition of financial interest does not include the ownership of shares in a publicly listed corporation.

7.9. Gifts, Hospitality and Other Benefits:

Employees should not solicit gifts, hospitality, other benefits or transfers of economic value from a person, group or organization that has dealings with the Gallery, except in cases where prior written permission has been given. Employees must obtain written permission from their senior manager; and their senior manager must obtain permission from the Director of the Gallery who in turn will get permission from the Chairperson of the Board.

In the case of fundraising for charitable organizations, employees should have prior authorization to solicit donations, prizes or contributions in kind from external organizations or individuals. Where it is determined that there is a real or apparent conflict of interest or an obligation to the donor, these activities will be curtailed, modified and/or terminated.

Employees should not accept gifts, hospitality or other benefits unless they:

- a) Are infrequent and of minimal value (low-cost promotional objects, simple meals, souvenirs with no cash value);
- b) Arise out of activities or events related to the official duties of the individual concerned;
- c) Do not compromise or appear to compromise in any way the integrity of the individual concerned or the Gallery.

7.10. Post-Employment:

Without restricting their ability to seek other employment, Gallery employees should undertake to minimize the possibility of potential conflicts of interest between their new employment and their most recent responsibilities with the Gallery, in accordance with accepted guidelines as specified by the Public Service of Canada.

Upon severance of their employment with the Gallery, employees shall ensure that all Gallery real and intellectual property, including but not limited to curatorial and other records related to the knowledge, resources, or any information collected or generated as part of their employment with the National Gallery (regardless of format), remains with the Gallery.

7.11. Board Deliberations:

(Applicable to members of the Board of Trustees and Advisors of committees of the Board only). Individuals shall exclude themselves from any discussion or votes when they are or may appear to be in a conflict of interest position with the Gallery. The responsibility lies with the Trustee or Advisor to bring any such actual or potential conflict of interest situation to the attention of the Board or Committee for its consideration.

8. METHODS OF COMPLIANCE

Before or upon assuming their official responsibilities, individuals must sign a document certifying that they have read and understood this Code and that, as a condition of employment or association with the Gallery, they will observe this Code. Individuals must disclose all possible conflict of interest situations. Individuals may seek independent counsel to help them understand any aspect of this Code.

All individuals are required to certify every three years that they are familiar with the National Gallery's Code and to provide information concerning any possible conflict of interest so that disclosure may, if necessary, be made.

Employees' special declarations will be sent to the Director of Human Resources. The Director, members of the Board of Trustees and Advisors will send their special declarations to the Chairperson.

9. CONFIDENTIALITY

It is the responsibility of every employee to maintain the confidentiality of Gallery information.

Information concerning the private interest of individuals will be placed in a special personal file (distinct from the regular human resources files). These files will be maintained by the Director of Human Resources and may not be disclosed to any party unless directed by a judicial, administrative, or dispute resolution process.

10. RESOLUTION OF CONFLICT OF INTEREST

If a conflict arises between the prescribed duties and responsibilities of an employee and the interests of the Gallery, the decision of the Director of Human Resources is determinative within the context of the privative jurisdiction of judicial or quasi-judicial bodies. The paramount decisive factor shall be the Gallery's interests. Conflicts involving Board members and/or Advisors fall within the jurisdiction of the Board of Trustees.

The National Gallery of Canada/Canadian Museum of Contemporary Photography

CONFLICT OF INTEREST QUESTIONNAIRE

(To be completed upon acceptance of a Letter of Offer of Employment and every three years thereafter)

NAME: _____

HOME ADDRESS: _____

ASSOCIATION WITH THE GALLERY:

- ☐ Employee
- ☐ Trustee
- ☐ Advisor to Committee _____

BEFORE COMPLETING THIS QUESTIONNAIRE: This questionnaire should be completed only after a careful reading of the National Gallery's Code of Ethics concerning possible conflicts of interest. Your response should cover the period _____ (or the day you became associated with the Gallery if subsequent to this date) through _____. Your signature on this form grants the Gallery consent to seek further particulars, when and if necessary.

AFFIRMATION: I have read the National Gallery of Canada's Code of Ethics for Employees, Members of the Board of Trustees and Advisors to committees of the Board. I understand its provisions and I hereby affirm that I will not place myself in a position of actual or potential conflict of interest with the Gallery as described in the Code, and I have not, during the period indicated above, to the best of my knowledge and belief, been in a position of possible conflict of interest, except as indicated below:

**IF NO EXCEPTIONS
PLEASE CHECK**

1. COLLECTING
Exceptions (___)

No

Details of possible conflicts of interest situations, if any:

2. DEALING IN ART
Exceptions (___)

No

Details of possible conflicts of interest situations, if any:

3. REFERRALS
Exceptions (___)

No

Details of possible conflicts of interest situations, if any:

4. APPRAISALS
Exceptions (___)

No

Details of possible conflicts of interest situations, if any:

5. OUTSIDE EMPLOYMENT
Exceptions (___)

No

Details of possible conflicts of interest situations, if any:

6. USE OF NATIONAL GALLERY'S PROPERTY
Exceptions (___) No

Details of possible conflicts of interest situations, if any:

7. PREFERENTIAL TREATMENT OF FAMILY AND FRIENDS
(___) No Exceptions

Details of possible conflicts of interest situations, if any:

8. FINANCIAL INTEREST
Exceptions (___) No

Details of possible conflicts of interest situations, if any:

9. GIFTS, HOSPITALITY AND OTHER BENEFITS
Exceptions (___) No

Details of possible conflicts of interest situations, if any:

10. POST-EMPLOYMENT
Exceptions (___) No

Details of possible conflicts of interest situations, if any:

11. BOARD DELIBERATIONS
(___) No Exceptions

Details of possible conflicts of interest situations, if any:

SIGNATURE: _____

DATE: _____

WITNESS: _____