

INTRODUCTION

PURPOSE

The purpose of the Supplier's Code of Conduct is to provide a set of standards describing the behaviour expected and required of Suppliers associated with The Niagara Parks Commission (NPC). It promotes understanding of what the NPC stands for and how Suppliers are expected to conduct themselves. The Code provides guidance in recognizing and resolving various issues that may be encountered, as a supplier conducting business with the NPC.

The Code reinforces the application of Ontario Acts and regulations, existing laws, policies of The Niagara Parks Commission and other directives that guide our and your actions, by emphasizing the key areas of expected behaviour which are consistent with the NPC core values.

This Code will apply to all Suppliers associated with The Niagara Parks Commission; no one supplier will be exempt. This code will apply to all Suppliers including their owners, employees, agents, partners and sub-contractors. This Code also applies to interactions between our different Suppliers under contract, with the NPC.

Suppliers are required to become familiar with this Code and other applicable laws and policies and to understand the consequences of their actions which may include termination under the terms of their contract.

This Code forms a component of every executed Supplier Agreement. All Suppliers must understand and accept the requirements of this Code and conduct their business in full compliance with the Supplier's Code of Conduct.

NPC MANDATE

The Niagara Parks Commission (NPC) is a Provincial Crown Agency and a corporation incorporated by an Act of the Provincial Legislature of Ontario on the 23rd of April 1887 and continued under the Niagara Parks Act, R.S.O. 1990, Chapter N.3.

Prior to the opening of the original Park, the NPC was guided by two general principles which were regarded by the Government of the day as indispensable conditions. The first was that there should be no permanent financial burden on the Province, but that the Parks should become self-supporting. The second was that the Park should, as far as possible, be free to the public. These indispensable conditions continue to guide our operations.

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RELATIONSHIP AND BEHAVIOURAL EXPECTATIONS OF SUPPLIERS

As a Supplier to the Niagara Parks you have an obligation to achieve the same standards of conduct that we require of ourselves. We seek Suppliers that have standards that reflect our priorities; where our behaviour is reflected by you and your employees. We value your relationship with us and expect the same in return from you.

At Niagara Parks, we value integrity where all our Supplier's actions and communications are lawful, ethical and truthful. We value fairness, credibility and trust. We avoid conflicts of interest. Suppliers are expected to; the best of their abilities protect the Commission's assets and use them responsibly. Communications must be direct, open, honest and timely. Sensitive or confidential information, which may be accessible by Suppliers during the course of their contract, must never be disclosed inappropriately.

Niagara Parks is committed to achieving excellence. We all take pride in everything we do. We expect Suppliers to use best practices in all that they do through quality service, leadership and professionalism. This can be done by applying the best possible skills, knowledge and experience in the provision of contracted services and products. We encourage innovation, new ideas and continuous improvement. We promote an environment that attracts, motivates and recognizes high performance.

Niagara Parks values accountability and responsibility for all decisions and actions. Suppliers are expected to take ownership of problems, accept personal responsibility and initiate corrective actions.

Teamwork is critical to success. Working cooperatively and harmoniously to achieve a shared vision, is highly valued. We expect Suppliers to work toward NPC's common goals in a spirited and selfless manner, willing to adapt to meet challenges and opportunities.

STANDARDS OF CONDUCT

RESPECT

The Niagara Parks Commission is a place where all persons feel accepted and appreciated and are encouraged to contribute to maintaining a professional, positive and healthy environment. We all must consistently uphold the equal rights of every person and recognize their inherent dignity and worth. We treat each other and visitors to the Parks with courtesy, fairness and dignity.

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Behaviour that is inappropriate includes, but is not limited to:

- Any act of harassment, intimidation, discrimination, coercion or physical or verbal abuse of persons associated with or who come in contact with Niagara Parks;
- Abuse of power and position by any person;
- Betrayal of personal and confidential information;
- Discussing the organization and/or another person in a derogatory manner;
- Joke telling and the spreading of gossip at the expense of others;
- Acceptance of information as fact without investigation of all persons and details involved; and
- Non-action by either party in resolution of any contravention of these behaviours

ETHICS

The Niagara Parks Commission expects that Suppliers act with integrity and honesty in all matters related to The Niagara Parks Commission. It is expected that your actions must protect and advance the reputation of the Commission.

Suppliers may not obtain or use any property or services of The Niagara Parks Commission, associates, customers, visitors, vendors, in a manner other than that authorized by the Commission or by federal, provincial or local laws.

HEALTH, SAFETY AND THE ENVIRONMENT

At The Niagara Parks Commission Suppliers, in addition to meeting contractual obligations for specific safety certifications, will conduct their operations in a way that consistently demonstrates a commitment to the health and safety of those associated with the NPC; and to the protection of the environment. Suppliers are responsible to ensure that their owners, employees, agents, partners and sub-contractors as applicable are familiar with the Code, as well as applicable laws and policies.

EQUAL EMPLOYMENT OPPORTUNITY

The Niagara Parks Commission requires that all Suppliers adhere to all relevant employment legislation including but not limited to hiring on the basis of equal opportunity without discrimination on the basis of race, creed, colour, age, gender, sexual orientation, religion, marital status, family status, ethnic origin, ancestry, place of origin, disability, citizenship, or record of offences as defined by the Ontario Human Rights Code. This approach applies not only to hiring practices but to all aspects of the Supplier's relationship with their employees.

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HARASSMENT AND WORKPLACE VIOLENCE

NPC Suppliers must treat all persons, with whom they do business, with dignity and respect. The following are not tolerated:

- Personal harassment, including behaviour that demeans, threatens or humiliates a person or group of people;
- Sexual, racial or other harassment based on prohibited grounds;
- Comments or conduct that ridicule or disparage a group of employees or persons with whom we do business even if they are not directed at a particular individual; and
- Abusive, threatening, intimidating or violent acts directed at any person we come in contact with when carrying out our responsibilities.

The Niagara Parks Commission requires that its business partners ensure the highest degree of safety and security to protect their employees, NPC customers as well as NPC staff against any type of violence in the workplace.

CONFLICTS OF INTEREST

The Niagara Parks Commission expects the highest standard of conduct from its Suppliers.

A conflict of interest is any situation where your personal or your firm's interest interferes, appears to interfere, or could potentially interfere in any way with the interests of NPC. It is expected that private affairs must be arranged in a manner that will prevent real, apparent or potential conflicts of interest from arising. If a conflict does arise the conflict must be resolved in a manner which does not negatively impact upon the NPC.

The following are some broad guidelines for avoiding conflicts of interest:

- Base business decisions made for NPC on merit and strictly in the best interests and consistent with your contractual obligations, with the NPC;
- Derive no personal benefits, whether direct or indirect, as a result of representing the NPC under your contractual obligations;
- Avoid any situation that may create, or even appear to create a conflict of interest between your personal or external interests and/or affiliations and those of NPC, as part of your contractual obligations with the NPC;
- Do not take part in, or in any way influence, any Commission decision that might result in a financial or other advantage for yourself, family members or friends as a result of your contractual association, with the NPC; and
- Provide no personal benefit to employees or Commissions of the NPC.

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There is a duty to notify the Niagara Parks Commission's General Manager if you are in a real, potential or perceived conflict of interest situation.

The following situations could present a conflict of interest but are not limited to:

- Sensitive Information;
- Gifts and Hospitality;
- Political Activity/Influence;
- Activities outside of the Supplier's engagement with the NPC;
- Use of NPC Assets;
- Procurement of Goods and Services by Suppliers on behalf of the NPC;
- Business and Personal Relationships/Use of Position; and
- Preferential Treatment given or expected from the Supplier by the Supplier.

SENSITIVE INFORMATION

Sensitive information includes information that is proprietary, strategic, technical, business, financial, or personal, requiring confidentiality. It is owned by, or has been entrusted to NPC and it must be kept confidential for the following reasons:

- to preserve NPC's competitive advantage or commercial interest;
- to comply with legal, regulatory or contractual obligations;
- to safeguard assets;
- to preserve public safety; and
- to preserve individual privacy or safety.

As a Supplier to the NPC you may have access to confidential information about the organization, as part of your engagement. This information must be kept confidential and not shared with others outside of NPC including family and friends, except as required by law. This applies even after you are no longer engaged by the NPC. You have a duty to treat this information responsibly and with discretion and integrity.

The only persons authorized to release confidential information to members of the public are the Freedom of Information Co-ordinator, the Chair and the General Manager or designee in accordance with applicable laws.

Suppliers must not disclose sensitive information unless specifically and explicitly permitted in the terms of their contract.

Confidential business and personal information must be protected in accordance with the Freedom of Information and Protection of Privacy Act. Sensitive information must be protected against theft, loss, destruction, unauthorized access or misuse. If you are aware of

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any attempt to obtain sensitive information by unauthorized means or misuse of such information, Suppliers must advise their NPC Representative as defined in your contract.

When discussing business matters, your surroundings must be considered. Conversations in public places should be limited to information that is non-confidential and does not include references that could identify a person or situation. Suppliers and their staff are to consider, at all times, how their actions and words impact upon the interests of The Niagara Parks Commission. Promoting attitudes or positions detrimental to the reputation or business is not in the best interests of your organization or the NPC.

GIFTS AND HOSPITALITY

NPC Commissioners and employees will refuse gifts, hospitality or other benefits that could influence their judgment and performance of official duties. Suppliers or potential Suppliers must not offer, directly or indirectly, any gift, hospitality or other benefits to NPC Commissioners and/or staff. Suppliers must inform the General Manager, in confidence, if request(s) have been received from any person associated with the NPC for them or on behalf of any organization they may be representing.

Offering gifts, hospitality or other benefits may compromise or appear to compromise the business relationship between the NPC and a Supplier. Gifts having a monetary value such as cash, gift certificates, loans, services and discounts must not be offered. These requirements do not change during traditional gift giving seasons.

At no time should a Supplier solicit gifts, hospitality and/or other benefits or transfers of economic value from a person, group or organization on the basis of the Supplier's contractual relationship with the NPC, unless specifically permitted under the terms of the contract. The same is expected of NPC Staff and Commissioner – not to solicit gifts or other benefits from Suppliers.

POLITICAL ACTIVITY

No NPC Supplier shall engage in political activity on NPC property while carrying out the requirements of their contract with the NPC.

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USE OF NPC ASSETS

NPC's assets must be protected, used properly and used strictly for NPC's purposes. The organization's assets and resources must be protected from theft, destruction, vandalism and neglect.

Supplier's personal use, misuse, misappropriation of/ or theft of NPC property, resources, equipment, materials and supplies is prohibited.

PROCUREMENT OF GOODS AND SERVICES

The procurement of goods and services, by Suppliers, on behalf of the NPC should be conducted in a courteous, fair, unbiased and professional manner. Supplier's sub-contractors must be made aware of the NPC's Suppliers' Code of Conduct and provided with a copy of the Code. Provisions for compliance should be built into contracts and other procurement instruments when the Supplier engages sub-contractors. NPC Suppliers are accountable to ensure that vendors and sub-contractors abide by the Supplier's Code of Conduct. Suppliers will be notified if a supplier, vendor, sub-contractor or consultant does not comply with the Code, and appropriate action must be taken immediately, to ensure compliance.

BUSINESS AND PERSONAL RELATIONSHIPS

Many of us have an interest in contributing to our communities and professional organizations. If you act as a spokesperson for an organization, it must be made clear that you are speaking for the organization and not as a supplier or agent associated with the NPC.

Suppliers shall not use or seek to use their association with NPC to receive direct or indirect benefit for themselves, spouse, partners or children.

NPC will enter into a contract only with Suppliers that have executed an agreement which includes a commitment to meeting the requirements of this Code.

NPC will inform all vendors, suppliers, consultants, business partners and others of their responsibility to act on behalf of NPC consistent with this Code and include this Code as a component part of any executed agreement between the Supplier and the Niagara Parks Commission.

AVOIDANCE OF PREFERENTIAL TREATMENT

Suppliers shall not grant preferential treatment to any NPC Commissioner, Staff, or their family and friends. Suppliers must avoid creating any obligation, or seemingly to create an obligation for the purpose of gaining any special consideration

INTERNAL DISCLOSURE

Suppliers, their employees and their sub-contractors working on a NPC engagement, have an obligation to understand and comply with the provisions of this Supplier's Code of Conduct. Suppliers also have an important responsibility to report any serious wrongdoing, which has been witnessed or they have direct knowledge of, in accordance with the requirements of this Code. Failure to report actual or suspected violations of the Code is in itself a contravention of the Code and may subject the Supplier to further action, under the terms of their contract, which may include termination.

Niagara Parks has established a safe environment for the reporting of wrongdoing. This framework is referred to as internal disclosure. Anyone disclosing a serious wrongdoing may do so without fear of reprisal provided the disclosure is not frivolous, vexatious or made in bad faith. Retaliation or retribution for filing a legitimate report or for assisting or participating in an investigation of a legitimate disclosure is in violation of this Code and will not be tolerated.

It is expected that all disclosure reports will be made in good faith. Deliberately making false claims will result in disciplinary action or prosecution.

Failing to comply with any provisions of the Code is subject to appropriate disciplinary action, up to and including termination of a contract and/or legal action.

Reports of a violation of the Code must be submitted in a timely manner. Basically, infractions should be reported as soon as possible. As a guideline, we would ask that infractions be filed within six (6) months although it is recognized that there may be extenuating circumstances. The absence of a provision in the Code covering a particular situation does not relieve a Supplier from the responsibility of acting ethically.

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ADVICE AND GUIDANCE RESPECTING CODE ISSUES

In situations where the right course of action is unclear, where you as a Supplier are in doubt or uncertain, where there may be the appearance of a contravention or where more clarification is required, Suppliers should first discuss the situation in confidence with the designated NPC Representative as defined in your contract. The NPC Representative as defined in your contract has the responsibility of being familiar with the Code and promoting a climate of Code compliance.

If circumstances dictate that you are not able to speak with the NPC Representative as defined in your contract or you are not satisfied with the advice or direction given or you still have questions, Suppliers should contact the General Manager of the Niagara Parks Commission.

REPORTING A VIOLATION OF THE SUPPLIER'S CODE OF CONDUCT

To report a violation of the Code a written report must be prepared clearly stating the misconduct and circumstances pertaining to the violation. There must be enough information so that an assessment of the disclosure can determine the best course of action. The report should be signed by the Supplier's Representative, disclosing the code violation to enable proper investigation. Once signed, the report must be submitted, in confidence (in an envelope marked "Personal and Confidential") to the General Manager, Oak Hall Administration, P.O. Box 150, Niagara Falls, ON L2G 6T2. Alternatively, the signed report can be forwarded to the Chair (same address) or to the Integrity Commissioner if the Chair is the subject of the disclosure.

All reports will be taken seriously and each allegation will be promptly investigated by the General Manager, Chair or a designate such as the Chief of Police in the case of a criminal matter. All investigations will be conducted within 30 days. If the investigation requires a longer time frame then the General Manager or Chair will notify the person making the disclosure.

In dealing with each disclosure, the General Manager or Chair will first determine if there is an existing mechanism to deal with the violation. For instance, collective agreement violations, human rights accusations or criminal matters will be referred to existing mechanisms. Repetition of a previous accusation which already has been thoroughly investigated will not be re-investigated unless new evidence is presented.

Upon investigation if it has been found that someone has breached or may likely have breached the Code, that person will be informed of the allegations in due course and be provided with the opportunity to respond and where appropriate, to contribute to the remedy of the breach.

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A full report will be prepared for each disclosure, and the General Manager or Chair will recommend a remedy or refer the matter to the appropriate authority as deemed necessary to resolve the matter. Records of the report and investigation, including contents of meetings, interviews, results of investigations and other relevant material, will be maintained in a secure location in accordance with the Freedom of Information and Protection of Privacy Act.

CONFIDENTIALITY AND PRIVACY

The internal disclosure mechanism will need to strike a balance between protecting the identity of the “person” making the disclosure and ensuring fair treatment of alleged wrongdoers. The framework will ensure that the alleged wrongdoer is treated fairly and the privacy of the “person” making the disclosure is protected except where the interest of fairness requires that a “person’s” identity be disclosed to one or more persons. Every disclosure report will be treated as confidential to the extent allowed by law. All proceedings will be kept confidential and limited to those in the organization with a need to know for the purposes of the investigation and appropriate remedy.

It may be necessary for the General Manager or designee to release the name of the “person” making the disclosure to conclude the investigation. The “person” making the disclosure should be aware that any action taken by Niagara Parks as a result of the disclosure may require the attendance of the “person” making the disclosure in a court or tribunal proceeding which will require him or her to give evidence under oath.

Privileges that are already well recognized in law will continue to be respected including solicitor-client privilege.

REPORTING TO THE DISCLOSER/ALLEGED WRONGDOER

The Niagara Parks is responsible for informing the discloser how the disclosure was dealt with:

- Not accepted;
- Accepted but not investigated; or
- Investigation concluded.

Where the disclosure was accepted, the Niagara Parks Representative is also responsible for informing the alleged wrongdoer how the disclosure was dealt with.

The Niagara Parks may also provide such information on the investigation and findings as he/she considers appropriate in the circumstances.