

CODE OF CONDUCT



Michel de Broin, *Majestic*, 2011

NATIONAL GALLERY OF CANADA

This Code of Conduct was approved by the Board of Trustees on March 10, 2020.





Lucius R. O'Brien
Sunrise on the Saguenay, Cape Trinity, 1880

INTRODUCTION

Every day, we make decisions that affect one another, our public and our many partners and colleagues in the art world. These decisions reflect on us all, affect our reputation and influence how others perceive the National Gallery of Canada.

As a Crown corporation, the National Gallery of Canada (hereinafter referred to as the NGC or the Gallery) is subject to the *Public Service Disclosure Protection Act (PSDPA)*, which requires that all employees adhere to the *Values and Ethics Code for the Public Sector*. The PSDPA also requires that a separate Code of Conduct, outlining the values and ethical commitments expected to guide the work of Crown corporation employees, be in place. Consequently, this Code of Conduct is derived from the Government of Canada's *Values and Ethics Code for the Public Sector*, to which all Public Service employees must adhere as a condition of employment (for more information on this, please visit www.tbs-sct.gc.ca). All who abide by the NGC Code of Conduct can also expect to be treated in accordance with the principles outlined in the Values and Ethics Code for the Public Sector.

The NGC Code of Conduct aims to maintain public confidence in the integrity of the Gallery. It also assists in strengthening respect for, and appreciation of the role of “public servants” in general within Canadian democracy. For the purposes of the PSDPA and this Code, Gallery staff are considered to be “public servants”. As such, they shall be guided in their work and professional conduct by a balanced framework composed of Gallery values and the values of the broader public service.

The NGC Code of Conduct does not provide answers to every possible situation you might encounter at work. It does not replace or change the Gallery's policies, practices or collective agreements. The Code gives an overview of the key practices and behaviours that define the standards of acceptable conduct to which we hold ourselves accountable.

Please read this Code of Conduct carefully and familiarize yourself with its contents. If you have questions, comments or concerns, you will find information throughout the document on where to ask for help.



GENERAL INFORMATION

Effective Date

This NGC Code of Conduct takes effect on March 10, 2020, and replaces the Code of Conduct dated December 1, 2014.

Role of the National Gallery

The National Gallery of Canada serves the public interest through its mandate, as outlined in the *Museums Act*.

The strength of the Gallery lies in its collection of art, especially Canadian art, and its accessibility to the public across the country. The collection opens the way for appreciation and knowledge of the finest in artistic expression. With such a privilege, all our professional activities must be beyond reproach and guided by a set of values and ethical commitments which should be clearly demonstrated in our behaviours.

Application

The NGC Code of Conduct applies to all Gallery employees, students, interns, members of the Board of Trustees and its Advisors, and volunteers, irrespective of their rank or position. For ease of reading, all types mentioned above will be referred to as NGC Representatives.

The NGC Code of Conduct is a condition of your employment or your relationship as a NGC Representative. You must always abide by it, and demonstrate the values herein in your actions, behaviours and decisions. Failure to demonstrate these values and commitments in your actions, behaviours and decisions as a NGC Representative, may result in the termination of your relationship within the Gallery.



PART I - DUTIES, RESPONSIBILITIES AND OBLIGATIONS

Director and CEO

The Director and Chief Executive Officer (CEO) may delegate responsibilities and authorities for the implementation of the NGC Code of Conduct but may not delegate the accountability for ensuring that the Code is fully upheld and advanced at the Gallery.



Alex Colville
To Prince Edward Island, 1965

Deputy Directors and Directors

Senior Managers have a particular responsibility to exemplify, in their actions and behaviours, the values of the Gallery and those of the federal public service. They have a duty to infuse these values into all aspects of their department's work. It is expected that they will take special care to ensure that they comply at all times with both the spirit and the specific requirements of this Code.

In particular they must:

- Ensure that all employees under their area of responsibility provide a yearly confirmation to Human Resources that they understand their obligations under the Code of Conduct and are in compliance with it;
- Encourage and maintain an ongoing dialogue on the NGC Code of Conduct within their area of responsibility, in a manner that is relevant to the specific issues and challenges encountered by their department;
- Ensure that mechanisms and assistance are in place to help NGC representatives under their area of responsibility, raise, discuss, and resolve issues of concern related to this Code; and
- Maintain the confidentiality of personal information disclosed in protected reports relating to Code of Conduct matters.

Director of Human Resources

The Director of Human Resources promotes a positive environment for disclosure of real, apparent or potential conflicts of interest and for disclosure of wrongdoing. The Director of Human Resources will:

- Provide information, advice and guidance to NGC Representatives, including the conduct of investigations



- Recommend to the Director and CEO measures to correct or prevent conflict of interest or wrongdoing;
- Ensure that letters of offer for an initial appointment reference the Code of Conduct as a term and condition of employment, and ensure that a copy of the Code of Conduct is provided to the new employee;
- Ensure that, upon any subsequent internal appointment, letters of appointment remind employees of their obligation to comply with the Code of Conduct;
- Ensure information concerning the private interest of NGC Representatives will be placed in a special confidential 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, administration, or dispute resolution process.

Employees

At the time of signing their letter of offer, employees acknowledge that they have read the NGC Code of Conduct and understand that compliance with the Code is a condition of employment with the Gallery. All employees are responsible for ensuring that they will exemplify, in their actions, behaviours and decisions, the values of the Gallery. In particular, they must:

- Report to their Deputy Director/Director or to the Director of Human Resources, within 60 days of their first appointment or any subsequent appointment, all outside activities, assets, and direct contingent liabilities that might give rise, or be perceived to give rise, to a conflict of interest with respect to their official duties;
- On a yearly basis, re-familiarize themselves with the Code of Conduct and provide written confirmation to Human Resources that they understand their obligations under the Code and are in compliance with it;
- Assure compliance with the Conflict of Interest and Post-Employment Measures (section IV and section V further down in this Code) in accordance with directives on this matter, when negotiating financial arrangements with outside parties on behalf of the Gallery;
- Report the situation to their supervisors in order to seek advice or direction on how to proceed, when in doubt or faced with an ethical dilemma;
- Raise the matter with their supervisor or Deputy Director/Director or with the Director of Human Resources if they feel they are being asked to act in a way that is inconsistent with the values and ethics set out in this Code of Conduct.



PART II - VALUES

Values

ACCESSIBILITY: Programs are developed with the public in mind – not only for visitors to the Gallery, but for all Canadians.

- We renew our commitment to serve Canadians and all visitors to the Gallery by continually improving the quality of service, by adapting to changing needs through innovation, and by improving the efficiency and effectiveness of the Gallery programs and services, which are offered in both official languages.
- We renew our commitment to develop, maintain and make known, throughout Canada and internationally, a collection of works of art, both historic and contemporary, with special but not exclusive reference to Canada, and to further knowledge, understanding and enjoyment of art in general among all Canadians.

[The strength of the National Gallery of Canada lies in its collection of art, especially Canadian art, and its accessibility to the public across the country. The collection opens the way for appreciation of the finest in artistic expression: The works of art reveal the past, celebrate the present, and probe the future. The collection must be expanded, preserved, interpreted, and used extensively by the public for pleasure and understanding, and for research and the advancement of knowledge.]

EXCELLENCE AND SCHOLARSHIP: The Gallery builds upon the high standards it has attained over the years in all its endeavours, from research to acquisitions, exhibitions, publications and public programs.

- We strive to continuously serve with competence, excellence, efficiency, objectivity and impartiality.
- We build our rich and varied collections of works of art by ensuring acquisitions are made in accordance with the Gallery's Acquisition Policy.
- Our scholarly research involves thorough analysis, proper documentation and publication, and contributes significantly to the advancement of art history and public understanding of art.
- We apply rigorous standards to ensure the ongoing physical and intellectual integrity of works of art for the benefit of present and future generations

CORPORATE CITIZENSHIP: The Gallery meets its public policy and legal obligations.

- We ensure the responsible, effective and efficient use of money provided to us by the Government of Canada, our sponsors and donors.
- We work within the laws of Canada and maintain the tradition of political neutrality.



- We strive to ensure that the value of transparency at the Gallery is upheld while respecting our duties of confidentiality under the law.

LEADERSHIP: The Gallery acts as a recognized leader in the national and international art museum communities.

- We lead in promoting the importance of visual arts in Canadian society.
- We lead in promoting abroad art that is created in Canada.
- We understand that how ends are achieved is as important as the achievements themselves.

COLLABORATION: The Gallery collaborates with the network of art museums in all regions of Canada and abroad, and with its partners in the Government of Canada.

- We appreciate our differences, recognizing that combined strength builds quality and contributes to success.
- We foster broad access both nationally and internationally by bringing sophisticated organizational and production management knowledge to all our partnerships.

THE GALLERY'S WORKFORCE: The Gallery values its workforce and creates a work environment in which people can maximize their potential and contribute fully to the success of the organization.

- We adopt human resources management practices that promote effective recruitment, retention and staff development.
- We strive to maintain a positive labour relations climate.
- We strive to have a workforce that is representative of the diversity in Canadian society.





Tom Thomson
Spring Ice, 1916

PART III – ETHICS AND INTEGRITY

Ethics and integrity are the cornerstone of good governance and democracy. By upholding the highest ethical standards, we preserve and enhance public confidence in the honesty, fairness and objectivity of the Gallery and of the federal public sector.

Acting at all times in such a way as to uphold the public trust, NGC Representatives will:

- Perform their duties and arrange their private affairs so that public confidence and trust in the integrity, objectivity and impartiality of the Gallery are preserved and enhanced;
- Act at all times in a manner that will bear the closest public scrutiny;
- Ensure their actions and decisions are, and appear to be, free from favouritism, bias or self-interest, an obligation that is not fully satisfied by simply acting within the law;
- Ensure that the money and resources entrusted to them are used in the public interest;
- Acknowledge that, if a conflict should arise between the private interest and their official duties, the conflict shall be resolved in favour of the public interest; and
- Acknowledge that when entering into partnerships for the implementation of Gallery objectives, they shall seek to partner with organizations and individuals that show integrity and transparency in their business practices; contracts or agreements that compromise the public interest or the values contained in this Code will not be pursued.
- Acknowledge that the information they access and the deliberations and conversations in which they participate by virtue of their role with the Gallery are to be treated in a confidential and professional manner. NGC Representatives are responsible for maintaining the confidentiality of Gallery information and for keeping that information secure and accessible only to those who have a right to access it.



PART IV – CONFLICT OF INTEREST

Avoiding and preventing situations that could give rise to a conflict of interest, or the appearance of a conflict of interest, is the primary means by which NGC Representatives maintain public confidence in the impartiality and objectivity of the Gallery and the federal public sector.

Measures to Prevent Conflict of Interest

The measures that are adopted to prevent conflicts of interest serve to protect NGC Representatives from conflict of interest allegations and to help avoid situations of risk. Conflict of interest does not relate exclusively to matters concerning financial transactions and the transfer of economic benefit.

It is impossible to prescribe a remedy for every situation that could give rise to real, apparent or potential conflict. When in doubt, NGC Representatives should seek guidance from their immediate supervisor or from Human Resources.

Preventative measures include:

- Not soliciting or accepting transfers of economic benefit;
- Not stepping out of the official role to assist private entities or persons in their dealings with the Gallery or federal public sector that could result in preferential treatment to the entities or persons; and
- Not influencing decisions or giving preferential treatment to family members, friends or any other acquaintances or entities that could result in a financial benefit, procurement contract for goods and/or services, or employment at the Gallery.

Responsibilities and Duties of the NGC Representatives

Responsibilities of NGC Representatives will include:

- Taking all possible steps to recognize, prevent, report, and resolve any real, apparent or potential conflict of interest between their official responsibilities and any of their private affairs;
- Unless otherwise permitted, refraining from having private interests, which would be unduly affected by the Gallery or government actions in which they participate;
- Protecting from disclosure and not divulging to external parties confidential information obtained by virtue of their role at the Gallery;
- Not knowingly taking advantage of, or benefiting from, information that is obtained in the course of their official duties that is not available to the public;



- Refraining from the direct or indirect use of, or allowing the direct or indirect use of the Gallery or government property of any kind, including property leased to the Gallery or government, for anything other than officially approved activities;
- Maintaining the impartiality of the Gallery or the public service and not engaging in any outside employment or political activities that impair or could be seen to impair the ability to perform their duties in an objective manner; and
- Ensuring that any real, apparent or potential conflict that arises between their private activities and their official responsibilities as an NGC Representative is resolved in the public's interest.

Senior Manager's Responsibility

In addition to the responsibilities listed above, Senior Managers must:

- Behave in a manner that is without reproach in matters of real, apparent or potential conflicts of interest;
- Ensure they make known immediately to Human Resources or to the Director and CEO any real, apparent or potential conflicts of interests involving them, a member of their staff or other NGC Representative;
- Review and approve recommendations made by the Director and CEO or Human Resources when a conflict of interest is declared; and
- Ensure appropriate actions are taken to remedy or monitor the declared conflict of interest.

Supervisor's Responsibility

In matters of conflict of interest, supervisors must:

- Ensure employees understand what constitutes real, apparent or potential conflicts of interest;
- Provide or seek guidance if an employee has a question on a real, apparent or potential conflict of interest;
- Ensure employees comply with the request by Human Resources to declare, on an annual basis, whether or not they are in a situation of conflict;
- Manage declared conflict of interests by evaluating their nature, consequences and risks to the Gallery or the Government of Canada; and
- Immediately report declared conflicts of interests to their Senior Manager.

Human Resources' Responsibility

In matters of conflict of interest, Human Resources must:

- Provide guidance if a NGC Representative has a question on a real, apparent or potential conflict of interest;



- In conjunction with Senior Management, manage a declared conflict of interest by evaluating its nature, consequences and risks to the Gallery or the Government of Canada and making recommendations to resolve conflict of interest situations; and
- Ensure employees comply with the request by Human Resources to declare, on an annual basis, whether or not they are in a real, apparent, or potential situation of conflict.

Preventing and Dealing with Conflict of Interest

NGC Representatives are required to report in writing to their immediate supervisor or Human Resources all outside activities, assets and interests that might give rise to a real, apparent or potential conflict of interest in relation to their official duties. Such a report is to be made within 60 days of their initial appointment or any subsequent appointment, transfer or deployment.

On a regular basis thereafter, and every time a major change occurs in their personal affairs or official duties, NGC Representatives are required to review their obligations under this Code. If a real, apparent or potential conflict of interest exists, they are obligated to file a written report in a timely manner.

When negotiating financial arrangements with outside parties, NGC Representatives are to comply with the requirements listed in this Code of Conduct as well as other related directives or policies issued by the Gallery. When in doubt, NGC Representatives are to immediately report the situation to their supervisor in order to seek advice or direction on how to proceed.

Outside Employment or Activities

NGC Representatives may engage in employment outside the public service and take part in outside activities unless the employment or activities are likely to give rise to a real, apparent or potential conflict of interest, or are likely to undermine in any way the neutrality of the Gallery or the federal public service.

Where outside employment or activities might subject NGC Representatives to demands that are incompatible with their official duties, or may cast doubt on their ability to perform their duties in a completely objective manner, NGC Representatives shall submit a confidential report to the Director and CEO of the Gallery. The Director may require that the outside activities be curtailed, modified or terminated if it is determined that real, apparent or potential conflict of interest exists. A written decision will be provided to the employee, by the Director and CEO, explaining the rationale for the decision.

Personal or Familial Relationships

Individuals with managerial duties have a duty to lead their team in a fair and equitable manner. Situations where a family member or close personal acquaintance reports directly to another family member must be avoided at all costs as they create a conflict of interest situation. Similarly,



where a personal relationship develops between a supervisor and a subordinate, it must be declared as a conflict of interest as these create an appearance of preferential treatment.

If a conflict of interest is declared, the Senior Manager of the function will take appropriate actions to resolve the situation. Amongst other administrative measures, this could mean taking over certain management duties involving the subordinate (i.e. approving leave, conducting performance appraisal etc.) or moving one of the parties involved in the conflict to another position to eliminate the conflict of interest.

Gifts, Hospitality and Other Benefits

NGC Representatives are called upon to use their best judgment to avoid situations of real, apparent or perceived conflict. In doing so, NGC Representatives should consider the following criteria for gifts, hospitality and other benefits, keeping in mind the full context of this Code.

NGC Representatives shall not accept or solicit any gifts, hospitality or other benefits that may have a real, apparent or perceived influence on their objectivity in carrying out their official duties or that may place them under obligations to the donor. This includes free or discounted admission to events arising out of an actual or potential business relationship directly related to the NGC Representative's official duties.

NGC Representatives may not use their affiliation with the Gallery for personal gain or to benefit any third party. The Gallery recognizes that NGC Representatives have a right to pursue their own interests so long as these do not conflict with the interests of the Gallery or are not detrimental to their own reputation or that of the Gallery. At all times, NGC Representatives must make a clear distinction between acting on behalf of the Gallery and acting on their own account.

The acceptance of gifts, hospitality and other benefits is permissible if they:

- Are infrequent and of minimal value (low cost promotional objects, simple meals, souvenirs with no cash value)
- Arise out of activities or events related to the NGC Representative's official duties;
- Are within the normal standards of courtesy, hospitality or protocol; and
- Do not compromise or appear to compromise in any way the integrity and/or the reputation of the NGC Representatives concerned or their department.

Where it is impossible to decline gifts, hospitality and other benefits that do not meet the principles set out above, or where it is believed that there is sufficient benefit to the Gallery to warrant acceptance of these benefits, the NGC Representative shall seek written direction from the Gallery's Director and CEO. The Director and CEO will then notify the NGC Representative in writing as to whether the gifts, hospitality and other benefits are to be declined or retained by the department, donated to charity, disposed of, or retained by the individual concerned.



Solicitation

At no time should NGC Representatives solicit gifts, hospitality, other benefits or transfer of economic value from a person, group or organization in the private sector who has dealings with the government.

Legal Framework

The above provisions are designed to ensure that the Code of Conduct is consistent with paragraph 121(1) (C) of the Criminal Code, which states the following:

“...every one commits an offence who, being an official or employee of the government, demands, accepts, or offers or agrees to accept, from a person who has dealing with the government, a commission, reward, advantage or benefit of any kind directly or indirectly, by himself or through a member of his family or through any one for his benefit, unless he has the consent in writing of the head of the branch of government that employs him or of which he is an official, the proof of which lies on him.”



PART V – POST EMPLOYMENT MEASURES

Objective

The objective of these measures is to establish rules of conduct regarding post-employment. These measures complement the Gallery Values set out in Part II, as well as the Conflict of Interest measures in Part IV.

Requirements for Preventing Post-Employment Conflict of Interest

Without unduly restricting their ability to seek other employment, former Gallery employees should minimize the possibility of actual, perceived or potential conflicts of interest between their new employment and their recent responsibilities at the Gallery.



Frances Loring
Inuit Mother and Child, 1938, carved 1958

Before Leaving Employment

Before leaving employment at the Gallery, all employees shall disclose and discuss with their immediate supervisor or HR Advisor their intentions regarding any future employment or activities that, to their best knowledge, may pose a risk of real, apparent or potential conflict of interest with their current responsibilities.

A Gallery employee who leaves employment must return to the Gallery and not keep in his/her possession any NGC goods, software and documents in any format that are not in the public domain.

Post-Employment Limitation Period

Former Gallery employees will not, within a period of one year after leaving office:

- Accept appointment to a board of directors of, or employment with entities with which they personally had significant official dealings during the period of one year immediately prior to the termination of their service. The official dealings in question may have been undertaken by the employee directly or through subordinates;
- Make representations to any government organization on behalf of persons or entities outside of the public service with which they had significant official dealings, during the period of one year immediately prior to the termination of their service. The official dealings in question may have been undertaken by the employee directly or through subordinates; and/or



- Give advice to their clients or employer using information that is not publicly available concerning the programs or policies of the Gallery or departments or organizations with which they had a direct and substantial relationship.

Waiver or Reduction of Limitation Period

An employee or former employee may apply to the Director of Human Resources for a written waiver or reduction of the limitation period. The employee is to provide sufficient information to assist the Director of Human Resources in making a determination as to whether to grant the waiver taking into consideration the following criteria:

- the circumstances under which the termination of their service occurred;
- the general employment prospects of the employee;
- the significance to the Gallery of information possessed by the employee or former employee by virtue of that individual's position at the Gallery;
- the desirability of a rapid transfer of the employee's or former employee's knowledge and skills from the Gallery to public, private, other governmental or non-governmental sectors;
- the degree to which the new employer might gain unfair commercial or private advantage by hiring the employee or former employee;
- the authority and influence possessed by that individual while in the employ of the Gallery; and/or
- any other factor, at the discretion of the Director of Human Resources.

A decision by the Director of Human Resources to waive or reduce the limitation period will be recorded in writing.



PART VI - EXPECTED BEHAVIOURS

This Code of Conduct is intended to offer a broad range of guidance about the standards of integrity and business conduct, but no code can address every situation that individuals may encounter. For this reason, the Code of Conduct does not relieve NGC Representatives of their responsibility and accountability to exercise good judgment. In circumstances where they are unsure as to the proper course of action NGC Representatives are to seek guidance from others.

NGC Representatives who are in a position of influence and authority have a particular responsibility to exemplify the behaviours outlined in this Code of Conduct.

Harassment

NGC Representatives will ensure they promote a work environment that is free of harassment at all times.

The NGC *Harassment Prevention Policy* defines harassment as follows:

Harassment - means any improper conduct by an individual, that is directed at and offensive to another person or persons in the workplace, and that the individual knew or ought reasonably to have known would cause offence or harm. It comprises any objectionable act, comment or display that demeans, belittles, or causes personal humiliation or repeated embarrassment, and any act of intimidation or threat. This includes but is not limited to the behaviour described in Appendix A to the policy. It includes harassment within the meaning of the Canadian Human Rights Act, i.e. harassment based on the following prohibited grounds of discrimination: race, national or ethnic origin, colour, religion, age, sex, sexual orientation, marital status, family status, disability or conviction for an offence for which a pardon has been granted.

Access and Use of the NGC Technical Infrastructure

NGC Representatives must make every effort to protect the Gallery's computer systems, equipment and software from any possible threats to security by:

- Guarding against accidental or deliberate destruction of data and equipment and disclosure of sensitive information;
- Protecting access identification and passwords to your system to avoid theft and corruption of files and exposure to viruses and malware; and
- Reporting any breach of computer security, policies and standards to your supervisor and the ITS helpdesk.

Museum ethics represent more than the avoidance of contractual or legal liability or the particulars of a code of conduct; they are the framework of personal and institutional obligations and standards which govern the conduct of all members of the museum community at all times.

Ethics Guidelines, Canadian Museums Association



The Gallery's computer network, software, equipment, Internet, intranet and e-mail are for authorized business purposes. However, limited personal use of the telephone, Internet, intranet and e-mail is permitted provided it: complies with all related legislation, policies and guidelines; does not affect your productivity or that of your colleagues; and imposes no burden on the Gallery's technical infrastructure. You should consult the Chief Information and Technology Officer for an explanation of the acceptable and unacceptable uses of the Gallery's technical infrastructure as well consult the ITS security policy.

Personal and Professional Use of Social Media

When using social media, be mindful that you always remain a NGC Representative – even during personal use. Because your online actions reflect upon you, the Gallery and the Government of Canada, you must think carefully before posting anything publicly and you should clearly state that your views are your own. Remember that as a NGC Representative, your primary duty of loyalty is to the Gallery and the government. You are not permitted to use any Gallery or Government of Canada symbols, logos or signatures in your personal use of social media.

Employees Health and Safety Responsibility

Gallery Employees are required to:

- Take reasonable and necessary precautions to ensure their own health and safety and that of others who may be affected by their actions in or near the workplace;
- Comply with relevant standards and rules, Occupational Health and Safety Regulations, and NGC Occupational Health and Safety Policy and Procedures;
- Wear personal protective equipment in accordance with applicable instructions, and follow established guidelines;
- Report immediately to their supervisor or responsible authority, or to the Health and Safety Officer, any unsafe or unhealthful working conditions or any hazards that they identify in their work environment as soon as they become aware of or witness them;
- Follow safe work practices and procedures;
- Immediately report any injury, occupational disease, or other hazardous occurrence to their direct supervisor or responsible authority; and
- Never compromise health and safety in the workplace.

For additional information concerning specific responsibilities for health and safety, please refer to the NGC Occupational Health and Safety Policy, the *Canadian Labour Code* Part II-Canada Occupational Health and Safety Regulations, and other relevant guidance on the topic.



PART VII - METHODS OF COMPLIANCE

When faced with an ethical dilemma, NGC Representatives are encouraged to use the opportunities and mechanisms established by the Gallery to raise, discuss and resolve issues of concern related to this Code.

All NGC Representatives are required to provide ongoing information concerning any possible conflict of interest, so that a thorough discussion and analysis can be performed before advice can be given and a written decision can be made. Decisions concerning an actual conflict of interest will be submitted to the employee in writing and will include the rationale for the decision.

In Board deliberations (applicable to members of the Board of Trustees and their Advisors) individuals shall recuse themselves from any discussions or votes when they are or may appear to be in a conflict of interest. The responsibility lies with the Trustee or Advisor to bring any such actual, perceived or potential conflict of interest situation to the attention of the Chair of the Board or the relevant committee, or to the Corporate Secretary for their consideration.

Confidential statements by employees relating to a real, perceived or potential conflict of interest will be sent to the Director of Human Resources. The Director and CEO, members of the Board of Trustees and their Advisors will openly declare their conflict of interest during the Board's deliberations or send their confidential statements to the Chair of the Board of Trustees or to the Corporate Secretary, in advance of a meeting of the Board of Trustees or its committees.

PART VIII - AVENUES FOR RESOLUTION

This Code of Conduct is not intended to respond to every possible issue that might arise in the course of the NGC Representatives' daily work. When issues arise or when a possible breach of this Code may exist, NGC Representatives are encouraged to discuss and resolve these matters with their immediate supervisor. They can also seek advice and support from Human Resources.

If a breach involves their supervisor or where it is otherwise inappropriate or impossible to directly notify their supervisor, NGC Representatives shall notify their HR Advisor directly.

However, if NGC Representatives have information that could indicate a serious breach of this Code of Conduct, they can bring the matter directly to the Director of Human Resources or the Gallery's Director and CEO.

NGC Representatives at all levels are expected to resolve issues in a fair and respectful manner and consider informal processes such as dialogue or mediation.

The Gallery will protect any NGC Representative from retaliation who, in good faith, raises a concern in accordance with this Code. Unless the concern is deemed frivolous, malicious or made in bad faith, employees will not be penalized or disciplined for making a complaint in good faith.



PART IX - INQUIRIES

Inquiries relating to information contained in this Code of Conduct can be directed to the Director of Human Resources.

