

# Code of Conduct and Conflict of Interest

Presentation to MBIA

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# Presentation Overview

1. Office of the Integrity Commissioner
2. BIA Board, a local board of the City
3. Code of conduct
4. Municipal conflict-of-interest
5. Open meetings





**Integrity  
Commissioner**

**Lobbyist  
Registrar**

**Meetings  
Investigator**



# Local board – What does this mean?

**A Board of Management of a BIA is a local board of the City of Ottawa – a public body.**

# Code of Conduct for Members of Local Boards



Members make decisions with an open mind, with concern for the interests of the BIA and not personal benefit



Members should be seen to be open about the manner in which they perform their role as a local board member



Members are accountable to the BIA membership.

# Code of Conduct Provisions

The Code of Conduct includes a wide range of provisions related to ethical behaviour.

## Use of board resources

*“No member of a local board shall use, or permit the use of, [board] resources for activities other than purposes connected with the discharge of local board duties.”*

## Confidential information

*“...shall not use information that is obtained in their capacity as a member, and that is not available to the general public, to further or seek to further the member’s private interest...”*



## Conduct respecting staff

*“Members should not:*

- a) Maliciously or falsely injure the professional or ethical reputation...of board staff;*
- b) Compel board staff to engage in partisan political activities ...; or*
- c) Use, or attempt to use, their authority or influence for the purpose of intimidating, threatening, coercing, commanding or influencing any board staff member with the intent of interfering in staff’s duties.”*

## Gifts, benefits and hospitality

*“...shall not accept gifts that would, to a reasonable member of the public, appear to be in gratitude for influence, to induce influence, or otherwise to go beyond the necessary and appropriate public functions involved.”*

# Code of Conduct - Enforcement

Any individual may file an informal or formal complaint

- No fee for filing complaint
- Must be based on reasonable and probable grounds

Integrity Commissioner may make recommendations for penalties and/or remedial action for contravention:

- **Penalties:** Reprimand, suspension of pay for up to 90 days
- **Remedial actions:** Written/verbal apology, repayment or reimbursement of money received, and removal of committee membership

Council retains authority to apply penalties





# Conflict of Interest

“...[N]o man can serve two masters.”

*Moll v. Fisher*, (1979) 23 O.R. (2d) 609



You have a pecuniary (financial) interest in any decision the BIA Board makes that has a financial impact on your business.

# What to do if you have a conflict



- ✓ Disclose the interest and its general nature before the matter is considered at the meeting.
- ✓ Not participate in the discussion of the matter nor vote on any question in respect of the matter.
- ✓ Not attempt, in any way, to influence the voting on any such question before, during or after the meeting.
- ✓ File a written statement of the interest with the Clerk.



# What does this mean for your business

## **Can the BIA purchase goods and services from my business if I am a Board member?**

Yes, however you cannot influence the decision (before or during the meeting where the matter is being considered), you must declare the interest in writing and you cannot take part in the vote.

## **What if the purchase of goods or services does not require a vote of the Board?**

You cannot influence or be part of the decision to purchase the goods or services from your business, even outside formal meetings.

# MCIA - Enforcement

- Any eligible elector (or person demonstrably acting in public interest) may request an investigation within six weeks of becoming aware of a conflict of interest.
- If Integrity Commissioner investigates and determines a contravention may have occurred, the Integrity Commissioner may apply to a judge for a determination.
- Potential penalties:
  - Reprimand;
  - Suspension of remuneration for a period of up to 90 days;
  - Member's seat declared vacant;
  - Disqualification from being a member (up to 7 years); and
  - Where applicable, restitution of financial gain.

# Open Meetings

BIA Board meetings must be open to public (with some exceptions)

A “meeting” requires:

1. a quorum of members is present; and
2. discussion materially advances the business or decision-making of local board.





# Meeting requirements

- ✓ Notice of the meeting, including time and place
- ✓ Open to the public (no person excluded), unless the matter falls under one of the exceptions
- ✓ Keep minutes, recording all decisions (both open and closed sessions)

# Process for closing a meeting to the public

## Resolution

- Passed before proceeding *in camera* (closed session)
- Must state the general nature of the matter to be discussed
- Include exception for each matter to be discussed (best practice)



## Closed session

- Only discuss matters covered in the resolution
- No votes, except for procedural matters or giving direction to staff



## Rise and report

- Recommended as a best practice
- Confirm to the public that no votes were taken, except for procedural matters or direction to staff

# When in doubt, seek advice!

The way forward on matters of ethics and integrity is not always clear.

Integrity Commissioner is your resource for advice.

- Sooner is always better
- Provide all relevant facts and information
- Legal advice for conflicts of interest is available





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A hand is shown holding a red rectangular block with the word "ETHICS" written in bold, black, uppercase letters. The block is part of a stack of several light blue rectangular blocks. The background is a blurred image of a wooden surface with some paper clips and a yellow binder clip.

**ETHICS**