

## **I. Preamble**

This Code of Conduct (“Code”) for the Alberta Livestock and Meat Agency Ltd. (“ALMA”) applies to all employees (including personnel seconded from the Government of Alberta), as well as to the Board of directors of ALMA (the “Board”), committees of the Board (each committee referred to as a “Committee<sup>1</sup>”), and third party contractors to ALMA. Collectively, the Board, Committees and the third party contractors are referred to as “ALMA Associates”.

The Chair of the Governance and Human Resources Committee was appointed by the ALMA Board of Directors and the Minister to be responsible for the implementation of this Code (the “Code Administrator”). The Code Administrator and the Chief Executive Officer of ALMA (the “CEO”) are jointly responsible to the Government of Alberta’s Ethics Commissioner to ensure the principles and processes of this Code are upheld and administered appropriately. For all purposes under this Code, ALMA employees and third party contractors shall report directly to the CEO, while the CEO, Board and Committees shall report to the Code Administrator under this Code. Any unresolved issues after reporting to the CEO or Code Administrator, as applicable, may be reviewed upon request to the Ethics commissioner for final decision.

It is recognized that the Board and committee members’ skills and competencies are often obtained as a result of prior and continuing direct involvement in the meat and livestock industry, which can create the perception of a conflict of interest. It is also recognized that this direct involvement in the industry is of significant benefit to ALMA and the industry but also increases the potential for conflict of interest.

This Code reflects a commitment to ALMA’s values and provides a framework to guide ethical conduct in a way that upholds the integrity and reputation of ALMA. ALMA Associates and employees are expected to behave in a way that ensures compliance with this Code. They understand that this Code cannot and does not cover every specific scenario. Therefore, the spirit and intent behind this Code is intended to guide their conduct, and they are to exercise care and diligence in the course of their work with and for ALMA.

To demonstrate commitment to transparency and accountability, this Code is available to the public on ALMA’s website at [www.alma.alberta.ca](http://www.alma.alberta.ca).

## **II. Definition of Conflict of Interest**

A “conflict of interest” exists whenever an individual’s private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of ALMA, or otherwise may be harmful or detrimental to the best interests of ALMA or Alberta’s livestock and meat industry. A conflict situation can arise when an ALMA Associate or

---

<sup>1</sup> For some Committees, a member need not be a Board member.

employee takes actions or has interests that may make it difficult to perform his or her work for or on behalf of ALMA objectively and effectively. Conflicts of interest may also arise when an ALMA Associate or employee, or a member of his or her family, receives improper personal benefits as a result of his or her position in ALMA, whether received from ALMA or a third party. Family members include a spouse, child, stepchild, parent, sibling, niece, nephew, aunt, uncle, cousin, grandparent, grandchild, in-law or any person (other than a domestic employee) residing in the same household as the ALMA associate or employee. Loans to, or guarantees of obligations of, employees, officers, consultants and directors and their respective family members would create conflicts of interest.

Interests and activities that are NOT deemed to be a “conflict of interest” include activities related to the normal operations of a general practitioner within the agriculture and food industry.

### **III. Core Values**

ALMA Associates and employees value the following:

- (a) being a respected and valued contributor to all stakeholders in the livestock and meat industry;
- (b) acting in a manner that demonstrates accountability, respect, integrity, impartiality and excellence in all their business practices and relationships;
- (c) diligence, ethics and acting responsibly in all ALMA matters; and
- (d) making strategic, operational and management decisions based on sound and prudent business principles within the context of the applicable legislation and regulations.

### **IV. Guiding Principles**

The following principles guide the behaviour and decisions of all ALMA associates and employees. ALMA associates and employees will do each of the following:

- (a) make actions and decisions to promote the public interest and to advance the mandate and long-term interests of ALMA and its stakeholders;
- (b) be responsible stewards of public resources;
- (c) ensure that their actions do not compete, directly or indirectly, with ALMA’s business interests or proposed business ventures;
- (d) serve the public interest while upholding ALMA’s mandate;
- (e) act in good faith and place the interests of ALMA above their own private interests;

- (f) behave in a manner that demonstrates fair and reasonable actions in the circumstance, including fair dealing with grant applicants and recipients, suppliers and stakeholders;
- (g) at first opportunity, disclose any real or perceived conflict to the CEO or Code Administrator, as applicable;
- (h) ask questions about the Code, and how to align with the Code's principles, by consulting with the CEO or Code Administrator, as applicable; and
- (i) confirm their understanding of, and commitment to, the Code's expectations on an annual basis. (See attached Conflict of Interest declaration form.)

In support of ALMA's effective implementation of the Code, all ALMA Associates and employees have a shared understanding that:

- (a) they enjoy the same rights in their private dealings as any other Albertan;
- (b) when an ALMA associate or employee, as an individual, is subject to more than one Code of conduct, the ALMA Associate or employee must consider the expectations in each Code of conduct to which they are subject. ALMA Associates and employees understand that this Code is not intended to conflict with other Codes of conduct, and the affected ALMA Associate or employee will discuss any potential conflicts with the CEO or Code Administrator, as applicable;
- (c) the Code applies to all ALMA Associates and employees unless a specific exemption is granted by the CEO or Code Administrator, as applicable;
- (d) they understand how conflict of interest guidelines affect their actions in the workplace and know what actions they must take when they become aware of a suspected, potential, or real conflict of interest;
- (e) disclosure itself (whether verbal or in writing) does not remove a conflict of interest, and as such they are required to consult with the CEO or Code Administrator, as applicable, to determine an appropriate course of action;
- (f) they have a responsibility to encourage other ALMA Associates and employees to act fairly and ethically and know that they are able to raise concerns about a suspected breach to the CEO or Code Administrator, as applicable, without fear of reprisal; and
- (g) breaches of this Code may result in disciplinary action, up to and including removal of a director or member from his or her position on the Board or Committee; termination of third party or consulting contract; or termination of employment with ALMA, as applicable.

## **V. Behavioural Standards**

Behavioural standards help ALMA Associates and employees make appropriate decisions when the issues they face involve ethical considerations that may be the subject matter of this Code. Behavioural standards cannot cover all scenarios but provide guidance in support of day-to-day decisions. All ALMA Associates and employees must adhere to the following standards:

- (a) in acting on behalf of ALMA, no ALMA Associate or employee, shall at any time take any action which he or she knows, or reasonably should know, to be in violation of any applicable law or regulation in those jurisdictions where ALMA conducts business. Any time an ALMA Associate or employee is uncertain about the application or interpretation of a law or regulation, he or she should consult his or her supervisor or Committee Chair, who, in case of doubt will seek the opinion of the CEO or Code Administrator, as applicable;
- (b) ALMA Associates and employees must not use their status or position with ALMA to influence or gain a benefit or advantage for themselves or others;
- (c) ALMA Associates and employees will conduct themselves in a way that contributes to a safe and healthy workplace that is free from discrimination, harassment or violence;
- (d) ALMA Associates and employees must not use drugs or alcohol in a way that negatively affects their performance and safety, or the performance and safety of their colleagues, or that negatively impacts the reputation or operations of ALMA;
- (e) ALMA Associates and employees must act in a way that is consistent with ALMA's protocols on public comment as described in ALMA's Media Relations Policy, which is available from the Board and Committee website (the E-board).
- (f) ALMA Associates and employees must take reasonable steps to avoid situations where they may be placed in a real or apparent conflict of interest. In other words, actions or decisions that ALMA Associates and employees take on behalf of ALMA must not provide them with an opportunity to further their own private interests, or those of their families, their business associates or others with whom they have a significant personal or business relationship. Some specific examples of conflicts of interest or potential conflicts of interest that may arise include but are not limited to the following:

- Confidential Information

ALMA Associates and employees must respect and protect confidential information of ALMA obtained in the course of the ALMA Associate or employee's dealings with ALMA, and will make use of it only for the work of ALMA and not for personal gain, or any other purpose whatever. Confidential information includes all non-public information, or information that would be harmful to ALMA or its stakeholders if disclosed and includes, without limitation the following; trade secrets, strategic plans, client lists, marketing plans, employee information,

## Code of Conduct and Conflict of Interest Policy

technical information generated by ALMA or used in its business. It also includes confidential information that suppliers and grant applicants have entrusted to ALMA. ALMA Associates and employees must comply with the protocols that guide the collection, storage, use, and disclosure of information, consistent with the *Freedom of Information and Protection of Privacy Act* (Alberta), and ALMA's information management policies, both as may be amended from time to time.

- Gifts and Gratuities

ALMA Associates and employees must not give or offer, directly or indirectly, nor accept or receive gifts and gratuities other than the normal exchange of gifts between friends or business colleagues, tokens exchanged as part of protocol or the normal presentation of gifts to people participating in public functions. Notwithstanding the foregoing, no gifts or benefits shall be given or received where such items could be viewed as creating an obligation or influencing a business decision. Where usually accepted business practices permit or require, and where appropriate to the business responsibilities of the individuals, provision of meals, entertainment or promotional gifts of a reasonable value is acceptable.

- Outside Activities

ALMA Associates and employees must avoid or disclose participation in outside activities that may conflict with or compete with the interests and work of ALMA and the benefit of Canada's livestock and meat industry. The following are provided as examples:

- i. **Business Interests:** ALMA Associates and employees must disclose any interests in a business directly (including a consulting relationship) or indirectly through a relative or friend that could benefit from, or influence, the decisions of ALMA. ALMA Associates and employees shall disclose situations where directly or beneficially, they hold a substantial (defined as greater than 5%) financial or other interest in any business or organization with which ALMA has business dealings where that ALMA Associate or employee or their family could receive a benefit from transactions with ALMA. Employees and third party contractors to ALMA shall not participate in a venture where ALMA has expressed a business interest. Board and Committee members shall attempt to avoid participating in such a venture; however, if participation cannot be avoided, the participating Board or Committee member shall fully disclose his or her participation and recuse him or herself from voting or otherwise approving of ALMA's interest in the venture. Disclosure of potential conflict of interest shall be managed in accordance with section VII, subsection (b) of this Code.

## Code of Conduct and Conflict of Interest Policy

- ii. **Employment:** ALMA Associates and employees must not take supplementary employment that negatively affects their performance or impartiality with ALMA. Specifically, with respect to impartiality, where ALMA Associates and employees are engaged in other outside employment in the meat and livestock industry and that employment role may be perceived to or does create a conflict of interest with the business activities of ALMA, those ALMA Associates and employees shall not act as an officer, director, employee, partner, agent or consultant for any of ALMA's grant applicants or recipients, suppliers or contractors.
  - iii. **Political Activity:** ALMA Associates and employees may participate in political activities including membership in a political party, supporting a candidate for elected office or seeking elected office. Any political activity, including the solicitation of contributions for a political party, must be clearly separated from activities related to the work for ALMA, must not be done while carrying out the work for ALMA and must not make use of ALMA's facilities, equipment, property (as described more comprehensively below) or resources in support of the activities.
  - iv. **Volunteer Activity:** If ALMA Associates and employees are involved in volunteer work, the activity must not influence or conflict with decisions relating to ALMA.
- o Pre-Separation

ALMA Associates and employees considering or having accepted a new offer of appointment or employment beginning at a future date must declare and avoid any potential conflicts of interest between their current position and their future circumstance, and must have removed themselves from any decisions affecting their new appointment or employment.
  - o Post-Separation

Once ALMA Associates and employees have ended their relationship with ALMA, they must not disclose confidential or proprietary information that they became aware of during their time with ALMA and must not use their contacts with their former colleagues to gain an unfair advantage for their current circumstance.
  - o Property

ALMA Associates and employees may have limited use of ALMA's premises and equipment (including without limitation, physical property, such as vehicles, computers and products, confidential or proprietary information; as well as communication networks, information systems, intellectual property, brands, goodwill and reputation) for authorized incidental purposes provided such use involves minimal additional

expense to ALMA and, in the case of an ALMA employee, must not be performed on the ALMA employee's work time, must not interfere with the mission and business of ALMA and must not support a private business of an ALMA Associate or employee.

o Related Persons or Parties

ALMA Associates and employees must avoid dealing with those in which the relationship between them might bring into question the impartiality of the ALMA associate or employee. When in doubt, the situation should be declared and discussed with the CEO or Code Administrator, as applicable.

**VI. Administration of the Code**

The principles set out in this Code are shared principles and the commitment to uphold them is a responsibility of all ALMA Associates and employees.

Compliance with the Code is an integral part of the expectations of all ALMA Associates and employees. Any violation of the Code will be viewed very seriously and may lead to disciplinary action up to and including termination of employment, a consulting agreement, committee membership or directorship. ALMA may also pursue all other remedies available to it for any damages or harm as a result of a violation by an ALMA Associate or employee.

**Reporting Relationships**

ALMA Associates and employees must report any suspicious activities or actual or potential breaches of the Code, any applicable laws, rules, regulations or ALMA policy, to the CEO in case of employees or contractors or, in the case of the Board or its Committees, to the Code Administrator, who shall arrange to have the matter investigated.

ALMA, the CEO and Code Administrator will respect the confidentiality of the identity and information provided by individuals when concerns are requested to be treated anonymously.

ALMA prohibits retaliation against anyone who reports concerns in good faith or otherwise assists or participates in any related review, investigation or proceeding.

A report or complaint found to be made in bad faith will be viewed as a violation of the Code and may result in disciplinary action, up to and including termination of employment, consulting agreements, Committee membership or directorship as applicable.

Any questions regarding the interpretation or application of this Code are to be directed to the CEO or Code Administrator, as applicable.

**VII. Administrative Processes**

Administrative processes help ALMA Associates and employees manage ethical dilemmas, including any real or apparent conflict of interest concerns.

(a) Administration

The CEO and Code Administrator are jointly responsible to the Government of Alberta's Ethics Commissioner to ensure the principles and process of this Code are upheld and administered appropriately. For all purposes under this Code, ALMA employees and contractors shall report directly to the CEO, while the ALMA Associates shall report to the Code Administrator under this Code. Any unresolved issues after reporting to the CEO or Code Administrator, as applicable, may be reviewed upon request to the Ethics Commissioner for final decision.

- The Ethics Commissioner is available to provide advice to the Code Administrator about whether a proposed activity by the Chair of the Board of Directors would be a breach of this Code; and
- The CEO will receive reports of real or apparent conflicts of interest for direct employees and consultants of ALMA.
- The Code Administrator will receive reports of real or apparent conflicts of interest for the CEO, Board and Committee members.
- The CEO or Code Administrator, as applicable, will receive completed and signed copies of Conflict of Interest Declaration forms from ALMA Associates and employees. All completed Conflict of Interest Declaration forms will be held in trust by ALMA's legal counsel.

The CEO or Code Administrator, as applicable, reviews and ensures the confidentiality of all disclosures and ensures that any real or apparent conflict of interest is avoided or effectively managed, in accordance with the spirit and intent of the Code. As well, the CEO or Code Administrator, as applicable, is responsible for providing advice and managing all concerns and complaints concerning potential breaches of the Code, including conflicts of interest within ALMA. Even though ALMA may have a delegated process for responding to and managing concerns, the CEO and Code Administrator are responsible for ensuring procedural fairness.

(b) Disclosure

It is the responsibility and expectation of each ALMA Associate and employee to be forthright in declaring to the CEO or Code Administrator, as applicable, those private interests and relationships that they think could be seen to impact the decisions or actions they take on behalf of ALMA. The attached "Disclosure of Interest" form is to be used to declare such interest. When there is a change in responsibilities within ALMA or in personal

circumstance from what was reported in the Disclosure of Interest document, ALMA Associates and employees shall disclose in writing any relevant new or additional information about those interests as soon as possible after such change has occurred. Where a real or apparent conflict of interest cannot be avoided, ALMA Associates and employees must take the appropriate steps to manage the conflict in accordance with the spirit and intent of the Code.

It is imperative that ALMA Associates and employees disclose any real or apparent conflicts of interest so that the CEO or Code Administrator, as applicable, is aware of situations that could be seen as influencing the decisions or actions they are making on behalf of ALMA. This provides ALMA Associates and employees, following a review by the CEO or Code Administrator, as applicable, an opportunity to take action to minimize or remove the conflict. To actively manage a conflict of interest, options include:

- divestiture of conflicting business interests;
- severing connections that create a conflict of interest;
- entering into confidentially agreements;
- declaring interests;
- abstaining from voting
- withdrawing from discussion;
- not receiving relevant information;
- agreeing not to act;
- removing themselves from matters in which the conflict exists or is perceived to exist;
- giving up the particular private interest causing the conflict; and
- in rare circumstances, resigning their position with ALMA.

(c) Reporting a Potential Breach by Another

ALMA Associates and employees are encouraged to report in writing a potential breach of this Code by another to the CEO for employees and consultants or the Code Administrator for ALMA Associates. When reporting a potential breach in good faith and with reasonable grounds, ALMA Associates and employees are protected from retaliation for such reporting.

(d) Responding to Potential Breach

Once a potential breach has been reported, ALMA's procedures for responding to and managing a potential breach will be promptly initiated. The CEO or Code Administrator, as applicable, will review the circumstance and details of the potential breach and will notify the alleged ALMA Associates or

employee in question. The ALMA Associate or employee in question has the right to complete information and the right to respond fully to the potential breach. The identity of the reporter will not be disclosed unless required by law, including a legal proceeding. The CEO or Code Administrator, as applicable, makes the final internal decision and completes a report of the review in a timely manner. The decision may range from finding no potential breach to one that reveals suspected criminal conduct.

(e) Consequences of a Breach

ALMA Associates and employees who do not comply with the standards of behaviour identified in this Code, including taking part in a decision or action that furthers their private interests, may be subject to disciplinary action up to and including termination of the employee's employment relationship, termination of the consulting agreement with ALMA or the removal of a Board or Committee member, as applicable.

(f) Review of a Decision

ALMA Associates and employees can request in writing that the Ethics Commissioner review a decision that has been made by the CEO or Code Administrator, as applicable, about a real or apparent breach of the Code, including a conflict of interest involving an ALMA Associate or employee. In these circumstances, the decision of the Ethics Commissioner shall be final.

**VIII. Other Resources**

(a) Where to Get Advice

When ALMA Associates or employees require advice and guidance in determining whether misconduct or a conflict of interest exists, or need clarification, they may discuss their issues informally with the CEO or Code Administrator, as applicable.

(b) Questions to Consider

When ALMA Associates or employees are faced with a difficult situation, the following questions may help them decide the right course of action.

- Have I reflected on or consulted with the CEO or Code Administrator, as applicable, about whether I am compromising the Code's intent, values, principles, or behavioural standards?
- Is it legal?
- Have I investigated whether my behaviour aligns with a policy or procedure of ALMA?
- Could my private interests or relationships be viewed as impairing my objectivity?

- Could my decision or action be viewed as resulting in personal gain, financial or otherwise?
- Could my decisions or actions be perceived as granting or receiving preferential treatment?

**IX. Affirmation**

This Code of Conduct for ALMA will be introduced on February 1, 2010 and will be reviewed annually by the Board to ensure it remains current and relevant.