

Code of Professional Ethics and Conduct

The Chartered Governance Institute of Canada's (CGIC) Code of Professional Ethics and Conduct comprises four core principles to which all Fellows, Associates, Affiliated Members, Graduates, Candidates (students), and Subscribers (Acc.Dir., P.Adm.) registered with the CGIC Division of the Institute must adhere.

For the purposes of this code:

- "client" includes a member's employer;
- "CPD" means continuing professional development;
- "member" means a Fellow, Associate, Affiliated Member, Graduate, Candidate (student) or Subscriber (Acc.Dir. P.Adm.) who is registered with the CGIC Division of the Institute, save where the context otherwise requires; and "members" shall be construed accordingly; and expressions not otherwise defined in this code shall have the meaning assigned to them in the bylaws of CGIC ("the bylaws").

1. Integrity

Integrity is the quality of being honest and having strong moral principles. Integrity connotes "moral soundness, rectitude, and steady adherence to an ethical code". It requires that members are impartial, independent, and informed. Displaying integrity includes:

- acting professionally in your business dealings;
- displaying a proper understanding and appreciation of your role and responsibilities;
- being respectful of others at all times;
- not accepting or offering improper gifts, hospitality, or other inducements;
- avoiding conflicts of interest, or, where a conflict arises, making sure that everyone involved is aware of the interest;
- recognising and considering the ethical issues arising from, and the interests of the groups or stakeholders who may be affected by, your choices, decisions and actions;
- avoiding involvement in any unethical, misleading, illegal or covert behaviour;
- not knowingly ignoring (or turning a blind eye to) unethical, misleading, illegal, or obscure behaviour; and
- avoiding bringing the profession into disrepute.

2. High standard of service/professional competence

A high standard of service or professional competence should be delivered throughout one's working life. This involves an understanding of relevant technical, professional, and business developments. Professional competence also takes account of the wider implications and expectations of our members. This includes:

- maintaining professional knowledge and skills which are required to perform the role which you are employed to carry out;
- completing CPD as required by the CGIC Board (this does not apply to graduates or students);

- communicating effectively and promptly with your clients, colleagues, and stakeholders to ensure that they are able to make informed decisions;
- acting within your level of competence; if this requires an admission to your client that you are unable to perform a task then this should be communicated effectively;
- upholding the requirements of the constating documents and the bylaws made under it; and
- respecting the confidentiality of information acquired through professional relationships save where there is a legal or regulatory requirement to disclose or report that information.

3. Transparency

Transparency requires that members are clear and open in their business and professional conduct. This includes:

- being open and frank in any business dealings;
- not being underhand in any business transaction; and
- treating all work as if it was reported in the public domain.

4. Professional behaviour

Professional behaviour requires that members act in a way which conforms to the relevant laws of the jurisdiction in which they are residing and/or undertaking business transactions. It requires them also to pay regard to all regulations which may have a bearing on their actions and to adhere to the bylaws, including bylaw 3.07 or:

- becoming bankrupt or insolvent;
- being convicted of an offence which might bring discredit to CGIC or the profession;
- failing to uphold the code of professional conduct and ethics;
- behaving, by doing something or not doing something, in a way considered by the Disciplinary Tribunal to bring CGIC or the profession into disrepute;
- disobeying any decisions of the Committee for Canada or CGIC.
- breaking any of CGIC's bylaws, its constating documents or any regulations made by CGIC;
- failing to comply or co-operate with a disciplinary investigation;
- failing to comply with a decision or any conditions made by a Disciplinary or Appeal Tribunal; or
- Bringing CGIC into disrepute in any form of communication channels, including but not limited to, print, television, video, or social media.