



Topic: Code of Ethics and Professional Rules of Conduct for INS Québec Administrators and Directorate	Number: POL_GOV_01
Date of Adoption: May 6, 2021	Pages: 9

CONTENTS

1. OBJECTIVES.....2

2. SCOPE.....2

3. GENERAL PRINCIPLES.....2

4. RULES OF PROFESSIONAL CONDUCT.....4

5. GOVERNANCE COMMITTEE.....6

6. APPLICATION.....7

7. EFFECTIVE DATE AND REVISION.....7

8. APPENDIX 1: COMMITMENT8

1. OBJECTIVES

The purpose of this *Code of Ethics and Professional Rules of Conduct* is to determine the duties and obligations of Board members and the Directorate¹ when they are carrying out their duties, in order to promote transparency, integrity, and impartiality in accordance with the values and mission of the Institut national du sport du Québec.

All administrators and members of the Directorate, as well as any person who participates in Board meetings, committees, or working groups, must uphold the principles and rules set out in this Code, as well as any legal and contractual obligations.

The ethical principles are intended to ensure that the words, decisions, and actions of the administrators and members of the Directorate are consistent with the mission and values of INS Québec.

The Professional Rules of Conduct establish binding principles which all administrators and members of the Directorate must adhere to.

The Institut national du sport du Québec agrees to take the necessary measures to ensure that the ethical principles and rules of conduct set out in this Code are understood and respected.

2. SCOPE

This Code applies to all INS Québec administrators, its Directorate, and any person who participates in Board meetings, committees, or working groups. The duties and obligations set out therein apply to all meetings, in camera sessions, working sessions, and any other formal or informal activities related to the role of administrator or Directorate.

Every administrator and member of the Directorate shall undertake in writing, at the beginning of their mandate, to comply with the rules and principles set out in this Code.

The duties and obligations set out in this Code are binding for the duration of their mandate, and survive the end of said mandate.

3. GENERAL PRINCIPLES

3.1 Mission

By its commitment and its high-quality services, INS Québec affirms its mission as a “Catalyst of dreams: one athlete at a time.”

Catalyst: Working to promote sports performance.

of dreams: To fuel athletes’ dreams by supporting their commitment and hard work.

one athlete at a time: To listen, know, and understand the needs of an athlete, a training group, or a sport, and offer the best solutions.

¹ The Directorate is comprised of the President-Chief Executive Officer and the Vice-Presidents

3.2 Vision

INS Québec's reason for action is both clear and precise: be an essential performance partner for Québec and Canadian high-performance sports. We want to be an organization that athletes, coaches, and sports organizations will work with to get the best solutions for improving athletic performance.

3.3 Principles and values

To accomplish its mission and make its vision a reality, INS Québec relies on a triangle of values to define its management culture and drive its actions: Excellence – Ethics – Collaboration.

- Excellence: The pursuit of a culture of excellence for all partners of INS Québec.
- Ethics: Interventions driven by an ethical and equitable environment.
- Collaboration: Work and think together in respect for the partners to contribute to the fulfilment of the athletes' dreams.

At all times, Board and Directorate members must perform their duties with honesty, respect, independence, integrity, loyalty, prudence, diligence, effectiveness, attendance, courtesy, discretion, confidentiality, and fairness

In addition, Board and Directorate members must perform their duties in alignment with the mission and values of INS Québec and in accordance with the following principles:

- Competency: INS Québec's activities are based on the competency of its people, whether as administrators, managers, or employees, in a constant effort to provide quality services rendered to its members.
- Openness: INS Québec needs to listen to its clients, members, and employees. It must demonstrate its ability to adapt to changing needs, going beyond the needs expressed by the sports community while ensuring easy access to its services.
- Communication and transparency: INS Québec acts transparently by demonstrating good governance, informing people of its activities, and disseminating its financial results.
- Partnership: The administrators work together and share the information needed to make decisions. The administrators, Directorate, and employees are engaged and display openness while working with their partners in the pursuit of the Institute's objectives.
- Accountability: All administrators, members of the Directorate, and employees are accountable for their actions and decisions to their colleagues, to INS members, and to the partners who support INS Québec in carrying out its mission.

4. RULES OF CONDUCT

4.1 Duties and obligations

All members of the Board and Directorate have the following duties and obligations:

- 4.1.1 To carry out their duties in the interests of INS Québec with objectivity, diligence, and impartiality, with respect for the reputation and credibility of the Institute, other administrators, members of the Directorate, employees, and clientèle.
- 4.1.2 To act in the best interests of the Institute, using their knowledge, skills, and experience in the service of INS Québec's activities and its mission.
- 4.1.3 To be prepared and present with diligence at their respective Board and committee meetings, and to actively participate in decision-making within the scope of their role.
- 4.1.4 To exercise their right to vote, unless they have abstained due to a conflict of interest.
- 4.1.5 At meetings of the Board of Directors, to voice their opinion in a courteous and respectful manner in order to foster mutual trust and cohesion within the Board of Directors and committees, and to preserve the integrity of their role.
- 4.1.6 To ensure a workplace free of all forms of harassment and ensure the respect, safety, and dignity of everyone, as set out in the *Policy on the Respect of Persons and Harassment Prevention* (POL_HR_02).
- 4.1.7 To avoid unduly exerting their role-related power or authority with the aim of compromising an individual's position or having a negative impact on their job performance. To avoid the use of intimidation, threat, or blackmail under any circumstances.
- 4.1.8 To maintain the confidentiality of information obtained in the course of their work regarding the content of debates, exchanges, deliberations, and discussions held among the Board of Directors or any other committee or working group that they have knowledge of as part of their duties, even after their mandate has ended. All information thus obtained cannot be used for personal gain or for the benefit of any other person.
- 4.1.9 To collaborate with the Chair of the Board, the other administrators, or the Institute's Directorate regarding any complaint, enquiry or request for information, when their participation is requested.
- 4.1.10 To disclose any significant information that could influence decision making, even if the information may be detrimental to them.

Administrators also have the right to:

- 4.1.11 Receive all the information needed to perform their duties and to prepare for Board and committee meetings.
- 4.1.12 Access resolutions, decisions, or other documents needed to perform their duties

and to ensure the accuracy of this information.

4.2 Conflicts of interest

- 4.2.1 All members of the Board and Directorate must avoid conflict of interest situations.

A member of the Board or Directorate is in conflict of interest when, having an obligation to act in the best interests of the Institute, they are in a situation of any kind that causes them or that could be perceived as causing them to breach this obligation in favour of their own best interests or that of another person, including relatives.

- 4.2.2 It is the responsibility of each administrator or member of the Directorate to take the necessary precautions to prevent real or apparent conflicts of interest.

- 4.2.3 As soon as an administrator or member of the Directorate finds themselves in a real conflict of interest, they must declare it immediately and refrain from participating in a vote or decision on any matter concerning that conflict of interest. They must also avoid influencing such a vote or decision. They should withdraw from the meeting during the discussion and until a decision on this situation has been made.

The individual's declaration of a conflict of interest and their withdrawal from the meeting must be noted in the minutes or meeting summary

- 4.2.4 As soon as an administrator or member of the Directorate considers that they may be in an apparent conflict of interest, they must declare it immediately. The Board will then decide which approach to take from among the following options:

- Ask the concerned party to recuse themselves during discussions and while a decision is being made;
- Limit their intervention and participation in discussions and decision-making;
- Seek advice from the Governance Committee;
- Conclude that the situation does not require additional measures.

A reference to the declaration of the conflict of interest and to the decision taken by the Board must be included in the minutes or in the meeting summary.

- 4.2.5 Information provided by administrators or members of the Directorate regarding possible conflicts of interest will be handled in a confidential manner.

- 4.2.6 Administrators and members of the Directorate shall not mix the assets of the Institute with their own, nor use them for personal benefit or for the benefit of any other person.

- 4.2.7 Administrators and members of the Directorate shall not use the information obtained in the performance of their duties for their own benefit or for the benefit of third parties.

- 4.2.8 Unless authorized by the Board, administrators and members of the Directorate

shall not contract with the Institute. They must declare any direct or indirect interest in a project, agreement, contract, business, or dispute with the Institute, or in which the organization, association, or company that employs them is a party to such interest.

- 4.2.9 Administrators and members of the Directorate are only entitled to reimbursement for expenses in accordance with INS Québec's rules and policies.
- 4.2.10 Administrators and members of the Directorate shall not solicit or accept a gift, money, or any benefit from any company or organization that deals with or that hopes to deal with the Institute, with the exception of gifts of modest use and value. In cases where a gift, token of hospitality, or other benefit was given for an act carried out in the performance of duties, these should be returned or handed over to the Institute.
- 4.2.11 At the beginning of each fiscal year, administrators and members of the Directorate shall fill out a declaration of interest and an agreement to protect the confidentiality of information provided and discussions held at Board meetings.
- 4.2.12 At the beginning of each meeting of the Board of Directors or any of its committees, administrators and members of the Directorate shall declare their interest in topics discussed during the Board meeting.
- 4.2.13 Upon the signing of a contract by the Institute, the administrators and members of the Directorate shall, in accordance with this contract, disclose their interest prior to the signing and shall abstain where appropriate.

5. GOVERNANCE COMMITTEE

A Governance Committee, appointed by the Board of Directors and composed of at least three members of the Board, is mandated to deal with the following situations:

- Establishes and monitors the governance and ethics rules that are applicable to INS Québec's administrators, Directorate, and employees;
- If necessary and upon the Board's request, examines the actions or behaviours related to the conduct of the Institute's activities and responds to any question which raises ethical, professional, or governance issues;
- Ensures corrective action following a Board decision related to ethics and governance.

The Governance Committee may be assisted in its work by any person whose presence or participation is desired by the Committee.

6. APPLICATION

- 6.1 The Chair of the Board of Directors shall ensure that this Code is applied and that the INS Québec's administrators and members of the Directorate adhere to ethical principles and rules of conduct.

- 6.2 The Chair shall also take the necessary precautions to maintain the confidentiality of information provided in the course of applying this Code.
- 6.3 When the Chair of the Board has reasonable grounds to believe that there has been a breach of the principles or rules set out in this Code, they shall immediately inform the Governance Committee thereof, providing the Committee with all information relevant to the situation.
- 6.4 An administrator or a member of the Directorate may also inform the Chair of the Board of any situation which they are aware of which would constitute a breach of the principles or rules set out in this Code. If the situation involves the Chair, the breach may be disclosed to the Governance Committee.
- 6.5 An administrator or member of the Directorate charged with a breach of ethics or rules of professional conduct may be temporarily relieved of their duties by the Board, so that a decision can be made to either take immediate action or to proceed with an assessment of the situation. The Board may also take any provisional administrative measures deemed necessary given the situation.
- 6.6 After assessing the situation, the Board can determine what action to take, taking into account the gravity of the charge, its one-time or recurring nature, or any other relevant information. The administrator or member of the Directorate accused of the breach will have an opportunity to explain the situation to the Board before a decision is made. Possible actions include a warning, a suspension, or removal as administrator of the Board.

7. EFFECTIVE DATE AND REVISION

This Code is effective on adoption by the Board of Directors and shall be revised as required, or at a minimum of every three years.

APPENDIX 1

Statement of commitment to the Code of Ethics and Professional Rules of Conduct for INS Québec Administrators and Directorate

I have received and read the Institut national du sport du Québec Code of Ethics and Professional Rules of Conduct. I agree to act in accordance with this Code and the principles set forth therein and undertake to respect them in all circumstances.

Administrator's name (Print)

Signature

Date