

**International Institute for Sustainable Development**

# **Code of Conduct**

*A guide for board members, employees and associates*

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## ***PREAMBLE***

The Code of Conduct applies to all our work-related relationships, both internal and external, including those with colleagues and outside individuals, companies, and organizations. IISD board directors, employees and associates should protect the interests of IISD and their own reputation by:

- acting in accordance with the law, established IISD values and their own good consciences; and,
- avoiding personal transactions or situations in which their own interests conflict with, or might appear to conflict with those of IISD.

## ***CODE OF CONDUCT***

- We recognize that to achieve our vision and mission we must manage our finances transparently and responsibly in a manner that avoids either a real, perceived or potential conflict of interest. This *Code of Conduct* expresses how we do business and lays out policy on non-discriminatory practice and conflict of interest

**How we do business:**

- Carry out our commitments to provide value to our donors with transparency, honesty and integrity in all business and professional relationships.
- Exercise good judgement in extending business or professional courtesies and never offer or accept bribes, favours or kickbacks to secure a business or professional transaction.
- Protect the Institute's assets from fraud and theft and ensure records are accurate, timely and complete.
- Safeguard IISD's proprietary and confidential information, as well as proprietary information entrusted to IISD by funders, suppliers and collaborators.
- Do not allow interests, circumstances or business connections to affect inappropriately the decisions for which we are responsible

**Non-discriminatory practice:**

- Every participant in the activities of the Institute has the opportunity to participate without discrimination on the basis of race; national or ethnic origin; colour; religion; age; sex; marital status; family status; pregnancy, the possibility of pregnancy or circumstances related to pregnancy; mental or physical disability; physical characteristics; pardoned conviction; sexual orientation; source of income; and political belief, association or activity. The Institute also supports the principle and practice of equal pay for equal work and is committed to complying with and monitoring compliance with these policies and related legislation.

**Conflict of interest:**

*We recognize that to achieve our vision and mission we must manage our finances responsibly and avoid or disclose potential conflicts of interest.*

The reputation of IISD can be impaired when the interests of a board director employee or associate conflict with, or even appear to conflict with, the interests of IISD. A conflicting interest is a financial or other interest, whether direct or indirect, which may affect – or might reasonably be thought by others to affect – a board director's, employee's or associate's judgement or conduct in matters involving IISD.

A conflict may occur when an IISD board director, employee or associate:

- is employed for personal gain by another organization, directly or as a consultant;
- has a direct financial interest in another organization that does business with IISD, other than the organization through which an associate's professional services are contracted;

- has an immediate family member with a financial interest in an organization that does business with IISD, other than the organization through which an associate's professional services are contracted;
- reports to or is supervised by someone with whom they have a close personal relationship;
- is a director or officer of another organization that has competing interests to IISD.

**Conflict of interest conduct:**

1. Board directors, employees and, associates are committed to conducting their business affairs in the best interests of IISD by dealing with donors, suppliers, contractors, competitors, existing and potential collaborators other IISD employees and associates in a manner that avoids a conflict of interest, either real perceived or potential.
2. Any board director who is in doubt if a conflict exists is expected to report and discuss the potential conflict with the board chair. Any employee or associate who is in doubt if a conflict exists is expected to report and discuss the potential conflict with a member of the senior management team of IISD.

**Compliance**

The Code of Conduct applies to IISD board directors, employees at all levels and associates appointed by the President.

All are responsible for complying with the sections of the code of conduct applicable to their work. Senior management and certain employees and associates involved with specific internal controls will be requested to sign off on the Code annually (attached to this policy). Consultants, other independent contractors and agents working for or on behalf of IISD will also be asked to acknowledge the principles and policies of the Code that are applicable to their work.

Board directors, officers and senior management will complete an additional "Conflict of Interest" questionnaire annually (attached to this policy).

All employees and associates appointed by the President are obliged to understand the Code of Conduct Policy and raise with their supervisor, manager or the Vice-President any issues or conduct that may violate or be perceived to violate this Code of Conduct. Board members are obliged to bring issues forward to the Board Chair. An employee or Associate should discuss with his/her own supervisor any apparent discrepancies between his/her Professional Code and IISD's Code of Conduct.

Breaches of the Code of Conduct may result in discipline and/or constitute cause for termination.

## **POLICY COMMUNICATION**

The review and coordination of the policy will reside in Human Resources and Administration. The Corporate Management Team will be informed by Human Resources and Administration annually or every second year, as required, to initiate the sign-off process.

It is the responsibility of the Corporate Management Team to make this policy known to all employees and associates in the Institute and it is the responsibility of the Secretary-Treasurer to make this policy known to the board of directors.

The Corporate Management Team is responsible for determining which employees are required to sign off on the Code over and above officers and senior management of the Institute. Most usually it includes employees involved in institutional and project management including purchasing from or dealing with outside suppliers where IISD buys goods and services, contractors' relationships, consultants and financial institutions. (Internal control functions of IISD).

This document will be shared with all board members, employees, associates and consultants.

**Approved by:**



**Date: June 14, 2007**

**David Runnalls  
President and CEO  
IISD**

**International Institute for Sustainable Development**