Appendix 3

CODE OF ETHICS AND PROFESSIONAL CONDUCT OF THE MEMBERS OF THE BOARD OF DIRECTORS OF THE COMMISSION DE LA CONSTRUCTION DU QUÉBEC

Adopted at the meeting of the board of directors of August 25, 1999

In compliance with the *Act to Amend the Act Respecting the Ministère du Conseil exécutif and Other Legislative Provisions as Regards Standards of Ethics and Professional Conduct* (1997, chapter 6), passed on March 20, 1997, which amended the *Act Respecting the Ministère du Conseil exécutif* by adding a new section titled "Ethics and Professional Conduct," and the *Regulation Respecting the Ethics and Professional Conduct of Public Office Holders,* which came into effect on September 1, 1998, the board of directors of the Commission de la construction du Québec adopted a code of ethics and professional conduct.

SECTION I

OBJECT AND FIELD OF APPLICATION

1. The present code applies to members of the board of directors of the Commission de la construction du Québec (CCQ) appointed by the government under section 3.3 of the *Act Respecting Labour Relations, Vocational Training, and Workforce Management in the Construction Industry* (L.R.Q. R-20).

2. The code establishes rules for ethics and professional conduct for the members of the board of directors of the CCQ (hereinafter "members").

Its objective is to preserve the integrity and impartiality of administration of the CCQ, to encourage transparency within the organization, and to make the members accountable, while taking account of the method of composition of the board of directors set out in the Act.

3. The members are appointed to contribute, within the context of their mandate, to the formulation and execution of the CCQ's mission and to the good administration of its property.

Their contributions must be made with respect for the law, with honesty, loyalty, prudence, diligence, effectiveness, assiduity, and equity.

SECTION II

PRINCIPLES OF ETHICS

4. In order to execute the CCQ's mission, the members commit themselves to promoting the following corporate values:

- To meet the highest standards of professional probity
- To inspire and encourage internal and external communication
- To give out only information based on true and verified information
- To recognize the right of the parties in attendance to express their opinion by encouraging dialogue
- To take account, under all circumstances, of the respective interests of the parties in attendance

SECTION III

PROFESSIONAL ETHICS RULES

5. Members are required to have discretion regarding what they have learned in the exercise or on the occasion of the exercise of their functions and are required, at all times, to respect the confidential nature of information thus received.

This obligation does not have the effect of keeping a member who represents or is linked to a particular interest group from consulting it or making a report to it, unless the information is confidential under the Act or the board of directors requires confidentiality.

6. During their meetings, the members avoid taking partisan positions during the making of decisions related to elements linked to the administration of the CCQ's property.

In the case of decisions specifically affecting the interests of the groups that they represent, members may freely express their point of view while respecting the point of view of other members.

When they decide on a question, the members try to reach consensus.

7. Members make themselves available to perform the tasks assigned to them.

8. The chair of the board of directors must be reserved about the public expression of his or her political opinions.

9. Members must avoid placing themselves in a situation of conflict between their personal interest and the requirements of their functions.

They must inform the CCQ of all direct or indirect interest that they have in an organization, enterprise, or association that is likely to place them in a situation of conflict of interest.

10. Members who find, during a meeting of the board of directors, that they have a direct or indirect interest in an organization, enterprise, or association that puts them in a position of conflict between their personal interest and that of the CCQ must, on pain of disciplinary measure, inform the chair of the board of directors, in writing or verbally, of this interest and, if applicable, abstain from participating in any deliberation or decision bearing on the organization, enterprise, or association in which they have such an interest. They must also withdraw from the meeting for the duration of the deliberations and the vote regarding this issue.

11. The chair of the board of directors may not, under pain of forfeiture of his or her position, have a direct or indirect interest in an organization, enterprise, or association that places his or her personal interest in conflict with that of the CCQ. However, this forfeiture does not take place if such an interest comes to him or her by succession or donation as long as he or she relinquishes it or disposes of it with diligence.

12. Members must not merge the CCQ's property with their own and may not use it for their profit or the profit of a third party.

13. Members may not use information obtained in the exercise or on the occasion of the exercise of their functions for their profit or the profit of a third party.

This obligation does not have the effect of keeping a member who represents or is linked to a particular interest group from consulting it or making a report to it, unless the information is confidential under the Act or the board of directors requires confidentiality.

14. The chair of the board of directors must perform his or her functions exclusively unless the government appoints or designates his or her to perform other functions in addition.

15. Members may not accept, in the context of their functions at the CCQ, any gifts, hospitality, or other benefits except those that are common and of low value.

Any other gift, hospitality, or benefit received must be returned to the giver or to the CCQ.

16. Members may not, directly or indirectly, grant, solicit, or accept a favour or undue benefit for themselves or for a third party.

17. Members may not use their status as members to influence a decision by an employee of the CCQ regarding a file that this employee is responsible for.

18. Members who have ceased to perform their functions must behave in such a manner as not to draw undue benefits from their former functions in service to the CCQ.

19. Members who have ceased to perform their functions must not divulge confidential information that they have obtained or give anyone advice based on information not available to the public regarding the CCQ during the course of the year preceding the end of their mandate.

They are forbidden, during the year that follows the cessation of their functions, to act on behalf of or for others regarding a proceeding, negotiation, or other operation to which the CCQ, for which they acted, is a party and for which they hold information not available to the public.

Under the circumstances set out in the above paragraph, the members of the CCQ may not deal with members that are its subject during the year in which they have ended their functions.

SECTION IV

POLITICAL ACTIVITIES

20. If the chair of the board of directors wishes to run for public elective office, he or she must inform the government of this.

21. If the chair wishes to run for public elective office, he or she must resign the position.

SECTION V

OTHER PROVISIONS

22. The chair of the board of directors must ensure respect for the code's principles of ethics and rules of professional conduct.

23. As needed, the chair of the board of directors may appeal to the CCQ's Verification Committee to:

- Ensure application of the present code and interpret its provisions
- Deal with all requests or information regarding a violation of the present code
- Execute all other mandates regarding corporate ethics and professional conduct.

The chair of the board of directors may give consultative opinions on the interpretation of the provisions of the present code and their application to particular cases, even hypothetical ones. The chair is not required to limit his or her opinion to the terms contained in the request.

24. The chair of the board of directors may consult with and receive opinions from external consultants or experts on all questions that he or she deems pertinent.

25. The anonymity of complainants, requesters, and informers is preserved unless there is manifest intent to the contrary. They may not be forced to reveal information likely to reveal their identity unless the law or the court requires it.

SECTION VI

DISCIPLINARY PROCEDURE

26. The regulatory provisions of chapter VI of the *Regulation Respecting the Ethics and Professional Conduct of Public Office Holders* apply.

Main excerpts of this chapter:

(i) The authority competent to act is the Associate Secretary General for Senior Positions of the Ministère du Conseil exécutif where the person concerned [in the disciplinary procedure] is the chair of the board of directors.
(ii) The chair of the board of directors is the authority competent to act in respect of any other [member].
(iii) A public office holder accused of a violation of ethics or professional conduct may be temporarily relieved of his or her duties, with remuneration, by the competent authority, in order to allow an appropriate decision to be made in an urgent situation requiring rapid action or in a presumed case of serious misconduct.
(iv) The competent authority shall inform the public office holder of the violations of which he or she is accused, of the possible penalty and that he or she may, within 7 days, provide it with his or her observation and, if he or she so requests, be heard regarding the alleged violations.
(v) Where it is concluded that a public office holder has violated the ... code of ethics and professional conduct, the competent authority shall impose a penalty.
(vi) The penalties that may be imposed on the public office holder are a reprimand, a suspension without remuneration for a maximum of 3 months, or dismissal.