

CODE OF ETHICS
BLUE ECOLOGY INSTITUTE FOUNDATION (BEIF)
Effective date: November 19, 2021

I. Purpose

The Board of Directors has adopted the following ethics policy for its directors, officers, employees, volunteers, and committees. This policy is intended to provide guidance with ethical issues and a mechanism for addressing unethical conduct.

II. Integrity

All directors, officers, employees, volunteers, and committees of BEIF shall act with honesty, integrity, and openness in all their dealings as representatives of BEIF. BEIF shall maintain a working environment that values integrity, fairness, and respect.

III. Mission and Vision

Our mission is to help reverse the trajectory of climate change through an environmental approach that interweaves science with Indigenous wisdom and sensing the spirit in nature.

Our vision is **Addressing Climate Change Through Mindful Consumption and Changing Attitudes**

IV. Standards of Conduct

All board members must meet the following standards of conduct and attention in carrying out their responsibilities to the organization.

- **Duty of Care:** The duty of care is the level of competence that is expected of a board member and is commonly expressed as the duty of *care that an ordinarily prudent person would exercise in a like position and under similar circumstances*. This means that a board member owes the duty to exercise reasonable care when they make a decision as a steward of the organization.
- **Duty of Loyalty:** The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain but must act in the best interests of the organization.
- **Duty of Obedience:** The duty of obedience requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to advance the organization's mission. This duty also requires board members to obey the law and the organization's internal rules and regulations.

V. Governance

The Board of Directors is responsible for setting the mission and the strategic direction of BEIF and for exercising oversight of its finances and policies. The Board of Directors shall:

1. Ensure that Board members possess the requisite skills and experience to carry out their duties and that all directors understand and fulfill their governance duties, acting for the benefit of BEIF and its purpose.
2. Adopt and implement a Conflict of Interest Policy so that conflicts of interest, as well as the appearance of conflicts of interest, are avoided or properly managed through disclosure, recusal, or other means.

3. Be responsible for the hiring and regular performance review of the Chief Executive Officer and ensure that the compensation of the Chief Executive Officer is reasonable and appropriate.
4. Ensure that the Chief Executive Officer and appropriate staff provide the Board of Directors with timely and comprehensive information so that the Board of Directors can effectively carry out its duties.
5. Ensure that BEIF conducts all transactions and dealings with integrity and honesty.
6. Ensure that BEIF promotes working relationships with Board members, management team, staff, and volunteers based on mutual respect, fairness, and openness.
7. Ensure that BEIF is fair and inclusive in its hiring and promotion policies and practices for all Board, management team, staff, and volunteer positions.
8. Ensure that key policies of BEIF are in writing, clearly articulated, and adopted.
9. Ensure that the resources of BEIF are responsibly and prudently managed.
10. Ensure that BEIF has the capacity to carry out its programs effectively.

VI. Law and Ethics

As a charitable organization, BEIF's policy is to uphold the highest legal, ethical, and moral standards. Donors and volunteers support BEIF because they trust the organization to be good steward of their resources, and to uphold rigorous standards of conduct. BEIF integrity and excellence requires the careful observance of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity. Therefore, BEI shall:

1. Comply with all applicable laws and regulations and expects its directors, officers, and employees to conduct business in accordance with the letter and spirit of all relevant laws.
2. Refrain from any illegal, dishonest, or unethical conduct.
3. Act in a professional, businesslike manner.
4. Treat others with respect.

Directors and officers should not use their positions to obtain unreasonable or excessive services or expertise from BEIF's staff.

VII. Stewardship

In managing its funds responsibly and prudently, BEIF shall:

1. Devote a reasonable percentage of its annual budget to programs in pursuance of its mission.
2. Incur administrative costs adequate to ensure effective accounting and legal compliance systems, internal controls, competent staff, and other expenditures critical to professional management.
3. Pay compensation, in return for services, that is reasonable but not excessive.
4. Avoid accumulating BEIF funds excessively.
5. Draw prudently from restricted funds in a manner consistent with the restrictions; and
6. Follow spending practices and policies that are fair, reasonable, and appropriate to fulfill the mission of BEIF.

VIII. Diversity

BEIF shall promote diversity and inclusiveness in its Board of Directors, management team, staff, volunteers, and committees.

IX. Evaluation

BEIF is committed to improve, continually, its programs and its organizational quality. BEIF shall periodically review its program and incorporate lessons learned into future programs. BEIF shall be responsive to new developments in its field of activity and shall be responsive to the interests of its audiences and other beneficiaries.

BEIF shall develop and implement an evaluation procedure whereby the performance of the Board of Directors as a whole, each Board committee, each director and CEO is evaluated periodically.

X. Fundraising

BEIF shall comply with the requirements of the [Canada Revenue Agency for fundraising](#). BEIF shall respect the privacy concerns of individual donors and shall follow donor intent in making expenditures. BEIF shall disclose important and relevant information to potential donors. In raising funds from the public, BEIF shall:

1. Inform donors of the mission of BEIF, how resources will be used, and the integrity of BEIF causing donations to be used effectively for their intended purposes.
2. Inform donors of the identity of those serving on BEIF's Board.
3. [Disclose BEIF's most recent financial reports](#).
4. Represent that contributions will be used for the purposes for which they were given.
5. Provide appropriate acknowledgement and recognition of contributions.
6. Treat information about donations with respect and with confidentiality to the extent provided by the law.
7. Provide an opportunity for donors to delete their names from mailing lists that may be used by others.
8. Encourage donors to ask questions when making a donation, and provide prompt, truthful, and forthright answers.

XI. Transparency

BEIF shall provide comprehensive and timely information to the public, the media, and all stakeholders and shall be responsive in a timely manner to reasonable requests for information. All information about BEIF shall fully and honestly reflect the policies and practices of BEIF. All solicitation materials shall accurately represent BEIF's policies and practices. All financial and program reports shall be complete and accurate in all material aspects.

The following governance documents shall be posted on BEIF's website:

1. Articles of Incorporation.
2. Bylaws.
3. Conflict of Interest Policy.
4. Code of Ethics.
5. Gift Acceptance Policy.
6. Whistleblower Policy.
7. Document Management Policy.
8. Financial statements and T3010 for the most recent three years.

The website shall invite comments by readers regarding any governance document, and the readers shall be expressly encouraged to download any documents that may be useful to their non-profit organization.

XII. Confidentiality

All directors, officers, employees, and volunteers have a duty to safeguard information that is proprietary to BEIF. Information about BEIF that is confidential or proprietary and obtained by a director, officer, employee, volunteer, or committee as a consequence of such person's association with BEIF may not be disclosed to third parties unless expressly authorized by BEIF.

XIII. Complaints

Any person, whether connected with BEIF or not, may lodge a complaint of unethical conduct against a director, officer, employee, volunteer, or committee of BEIF by filing such complaint, written or oral, with any director or officer.

XIV. Remedies

Any director who fails to comply with this Code of Ethics may, in the discretion of the Board of Directors, be removed from the Board. If any employee or volunteer fails to comply with this Code of Ethics, that person may be put on notice or terminated, in the discretion of the Chief Executive Officer or the Board of Directors.

XV. Affirmation Statement

BEIF shall provide a copy of this Code of Ethics to every director, officer, employee, and committee upon beginning of term, employment, or creation along with an Affirmation Statement to be acknowledged and signed.

Volunteers are not required to sign and submit such a Statement.

All Affirmation Statements shall be submitted to the Chief Executive Officer or the Secretary of the Foundation and then appropriately filed.