



Code of Conduct for Canada Energy Regulator Employees

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1. Preamble

The Canada Energy Regulator's (CER) mission is to regulate pipelines, energy development and trade on behalf of Canadians in a way that protects the public and the environment while supporting efficient markets.

In our role as public servants and employees of Canada's national energy regulator, we must work to earn and maintain public trust. We do this by modelling ethical behavior. Through our words and actions, we demonstrate our values of Respect for Democracy, Respect for People, Integrity, Stewardship, Excellence, Prevention of Harm, and Adjudicative Independence.

This Code of Conduct fulfills the requirement of section 6 of the *Public Servants Disclosure Protection Act* (PSDPA). It incorporates the [Values and Ethics Code for the Public Sector](#)¹ (Values and Ethics Code) in a way that is reflective of the CER's unique mandate. It provides guidance and requirements for CER employees that serve to uphold public trust, avoid conflicts of interest, and help resolve ethical issues that employees may face. It also provides guidance on how to responsibly disclose behaviour that is not consistent with the Code of Conduct or Values and Ethics Code.

This Code of Conduct includes the following elements:

- Roles and Responsibilities (Section 2)
- Our Values and Guiding Principles (Section 3)
- Resolution of Ethical Issues or Concerns (Section 4)
- Maintaining Confidentiality (Section 5)
- Ensuring Adjudicative Independence (Section 6)
- Avoiding Conflicts of Interest (Section 7)
- Resources (Section 8)

Compliance with the Code of Conduct and Values and Ethics Code is a condition of employment for all CER employees, including indeterminate, term, and casual employees, employees who are deployed to the CER or working at the CER on an interchange, and students.² A breach of either of these Codes may result in disciplinary action, up to and including termination of employment.

¹The Values and Ethics Code is accessible to CER employees and the public on the [Treasury Board of Canada Secretariat's website](#). The most current version of the Values and Ethics Code, as it may change from time to time, is incorporated into this Code by reference

²Governor in Council (GIC) appointees (i.e., the Chief Executive Officer, Directors and Commissioners) at the CER are subject to high standards of conduct as part of the [Terms and Conditions applying to GIC Appointees](#), the Ethical and Political Activity Guidelines for Public Office holders, as well as the application of the *Conflict of Interest Act*, *Lobbying Act*



2. Roles and Responsibilities

CER employees are:

- Required to remain familiar with and regularly assess their behaviour against the requirements of the Code of Conduct and Values and Ethics Code, including by way of the CER's annual review and sign-off process for the Code of Conduct
- Required to abide by the Code of Conduct and Values and Ethics Code as a condition of their employment
- Encouraged to discuss and resolve ethical concerns with their leader, the Ethics Committee, or the Designated Senior Officer, considering the use of informal processes where possible and appropriate
- Encouraged to disclose, in a responsible manner (in accordance with Section 4), behaviour that is not consistent with the Code of Conduct or Values and Ethics Code

CER leaders (Technical Leaders, Professional Leaders, Group Leaders, Directors, Vice Presidents, Executive Vice Presidents, and CEO) are required to:

- Promote the Code of Conduct and the Values and Ethics Code
- Model ethical behaviour and leadership, and foster a positive culture of ethics and trust
- Speak openly and regularly about ethical issues, and work diligently to resolve ethical concerns
- As applicable, exercise their authority to report possible wrongdoings or refer the disclosure of possible wrongdoings to the Designated Senior Officer

Directors, Vice Presidents, Executive Vice Presidents, and the CEO ensure compliance with and enforcement of the Code of Conduct and Values and Ethics Code.

The Ethics Committee (successor to the Conflict of Interest Advisory Committee) is required to:

- Champion a positive culture of ethics and trust
- Be available to employees to provide confidential and neutral advice on ethical issues or concerns
- Support and provide advice to the CEO regarding administration of the Code of Conduct and the Values and Ethics Code
- Carry out the additional responsibilities in Sections 4.2 and 7.8

The Designated Senior Officer³ is required to:

- Support the CEO in meeting the requirements of the PSDPA
- Deal with disclosures of wrongdoing made by CER employees in accordance with the PSDPA and pursuant to the CER's Policy on the Disclosure of Information Concerning Wrongdoing

and sections 16, 22 and 29 of the *Canadian Energy Regulator Act*. GIC appointees at the CER are also expected to respect the principles of this Code of Conduct, pursuant to section 2.1 of the Terms and Conditions applying to GIC Appointees.

³The Designated Senior Officer may change from time to time, and can be found on the iWeb under: Employee Centre > Labour Relations > Policy on the Disclosure of Information Concerning Wrongdoing. At the effective date of this Code of Conduct, the Designated Senior Officer is the Vice President, People and Workforce Supports and Chief Human Resources Officer.



- Manage, and ensure employee awareness of, the CER's Policy on the Disclosure of Information Concerning Wrongdoing

The Values and Ethics Code contains additional details on the role of the Designated Senior Officer.

The Chief Executive Officer (CEO) is required to:

- Satisfy the applicable requirements of the PSDPA, including establishing the Code of Conduct and establishing and maintaining an internal disclosure and investigation mechanism for wrongdoing
- Ensure employees are aware of and trained on the PSDPA, Code of Conduct, and Values and Ethics Code, including by requiring employees to annually review and confirm their compliance with the Code of Conduct
- Provide employees with avenues to discuss, receive advice on, and resolve ethical issues or concerns
- Determine if a breach of the Code of Conduct or the Values and Ethics Code has occurred in a disputed matter, and ensure that appropriate remedial or disciplinary action is taken
- Make a final decision if an employee does not confirm compliance with a recommendation of the Ethics Committee regarding a conflict of interest matter, or requests a review of a recommendation, under Section 7.8.

The Office of the Public Sector Integrity Commissioner of Canada:

- Is an independent federal organization created under the PSDPA and is led by a Commissioner who reports directly to Parliament
- Has jurisdiction over most federal public sector organizations, including the CER
- Investigates wrongdoing in the federal public sector and helps protect from reprisal whistleblowers and those who participate in investigations of wrongdoing
- Provides public servants with an independent and confidential process for receiving and investigating disclosures of wrongdoing, makes recommendations to chief executives on corrective measures, and provides a mechanism for handling complaints of reprisal

3. Our Values and Guiding Principles

We are committed to the following values and guiding principles. CER employees are required to conduct themselves in a manner that reflects these values and principles. The values are those contained in the Values and Ethics Code and apply to all federal public servants. The guiding principles reflect the specific and unique mandate of the CER.

Our Values:

1. Respect for Democracy
2. Respect for People
3. Integrity
4. Stewardship
5. Excellence

Guiding Principles:

1. Prevention of Harm



2. Adjudicative Independence

These values and principles are the benchmark which will guide the way we conduct our work and exercise our judgement, and against which ethical issues or concerns should be resolved. The values and principles cannot be considered in isolation from each other and will often overlap. They may sometimes even appear to conflict with each other. However, they are intended to work in a balanced and integrated way to help resolve ethical issues, support, foster and achieve ethical behaviour, and uphold public trust.

Descriptions of each of our values and principles are provided below, along with illustrative examples of behaviours that serve to promote those values and principles.

3.1 Respect for Democracy

The system of Canadian parliamentary democracy and its institutions are fundamental to serving the public interest. Public servants recognize that elected officials are accountable to Parliament, and ultimately to the Canadian people, and that a non-partisan public sector is essential to our democratic system.

Example behaviours at the CER that promote Respect for Democracy:

- Respecting the purposes and provisions of the *Canadian Energy Regulator Act* and other applicable legislation, and implementing that legislation and the lawful decisions made under it faithfully
- Respecting and implementing applicable Government of Canada policies of general application
- Providing decision-makers with all of the information, analysis and advice they need, always striving to be open, candid and impartial

3.2 Respect for People

Treating all people with respect, dignity and fairness is fundamental to our relationship with the Canadian public and contributes to a safe and healthy work environment that promotes engagement, openness and transparency. The diversity of our people and the ideas they generate are the source of our innovation.

Example behaviours at the CER that promote Respect for People:

- Helping to create and maintain a respectful workplace that is free of harassment, discrimination and violence as set out in the CER Work Place Harassment and Violence Prevention Policy
- Following applicable processes to ensure health and safety in our workplace
- Valuing diversity and inclusion and showing an appreciation of the benefits it brings to our work
- Maintaining an open mind about how we do our work, and showing a willingness to learn about different perspectives
- Recognizing Indigenous rights⁴ and exploring ways within our areas of work to support the advancement of reconciliation with Indigenous peoples
- Demonstrating respect for official language laws, including their overarching spirit and intent

⁴ “Indigenous rights” refers to the aboriginal and treaty rights of the Indigenous peoples of Canada recognized and affirmed in section 35 of the *Constitution Act, 1982*



3.3 Integrity

Integrity is the cornerstone of good governance and democracy. By upholding the highest ethical standards, public servants conserve and enhance public confidence in the honesty, fairness and impartiality of the federal public sector.

Example behaviours at the CER that promote Integrity:

- Acting beyond reproach in a transparent, fair and unbiased manner
- Taking all possible steps to prevent and resolve any real, apparent or potential conflicts of interest, including as set out in Section 7
- Upholding and enforcing the CER's legal framework, despite any inappropriate pressure to ease or overlook regulatory requirements
- Protecting personal and confidential information as required by law
- Raising and working diligently to resolve ethical concerns or issues, and responsibly disclosing unethical behaviour

3.4 Stewardship

Federal public servants are entrusted to use and care for public resources responsibly, for both the short term and long term.

Example behaviours at the CER that promote Stewardship:

- Effectively and efficiently using the public money, property and resources managed by us
- Demonstrating exemplary regulatory leadership to improve system-wide outcomes
- Considering the present and long-term effects that our actions and decisions have on people and the environment
- Recognizing Indigenous rights and respecting diverse approaches to stewardship

3.5 Excellence

Excellence in the design and delivery of public sector policy, programs and services is beneficial to every aspect of Canadian public life. Engagement, collaboration, effective teamwork and professional development are all essential to a high-performing organization.

Example behaviours at the CER that promote Excellence:

- Encouraging others, celebrating our achievements, and fostering pride in our work
- Protecting, including through public communications and social media, the CER's reputation as an expert regulator, independent adjudicator, and a source of trusted and neutral energy information
- Measuring, reporting on and taking action to improve our performance in an open and accessible way
- Enabling others to act, and growing and applying our broad technical expertise in support of continual improvement

3.6 Prevention of Harm (this guiding principle reflects the specific mandate of the CER)

Prevention of harm is at the heart of what the CER does. People count on us to keep them safe, protect the environment and property, and prevent market inefficiencies. The prevention of harm is



an overarching consideration in all of our work and is the foundation upon which we are able to deliver the CER's Mission. Unethical behaviour can cause harm directly, or it can cause harm indirectly by affecting the CER's credibility, reputation, and ability to effectively regulate with the goal of preventing harm.

Example behaviours at the CER that promote the Prevention of Harm:

- Exercising informed decision-making based on evidence, data, and input from regulated companies, Indigenous peoples and stakeholders
- Promoting safety culture within CER-regulated companies
- Challenging the process and supporting the effective functioning of the CER's management system, which serves to detect and prevent harm
- Supporting meaningful participation, and engaging and building meaningful relationships with Indigenous peoples and stakeholders, which serve to improve regulatory outcomes

3.7 Adjudicative Independence (this guiding principle reflects the specific mandate of the CER)

To uphold public trust and confidence, CER decision-makers must exercise their adjudicative authorities independently and free from inappropriate external or internal influence. All CER employees play an important role in upholding the CER's reputation for fair and non-biased decision-making.

Example behaviours at the CER that promote Adjudicative Independence:

- Demonstrating sound application of the CER's legal framework, including the principles of natural justice, and any applicable policies or guidance
- Demonstrating fortitude in our adjudicative processes, and prioritizing the Canadian public interest, despite any inappropriate pressures, public controversy, or a polarized environment
- Respecting the authority of adjudicative decision-makers, and refraining from giving inappropriate advice or direction to a decision-maker with respect to any particular matter
- Complying with Section 6 (Ensuring Adjudicative Independence)

4. Resolution of Ethical Issues or Concerns

An ethical issue or concern may arise in any situation during the course of an employee's work where a behavior, action, or lack of action is inconsistent with, or is perceived to be inconsistent with, our values and guiding principles described in Section 3.

Sections 5 (Maintaining Confidentiality), 6 (Ensuring Adjudicative Independence) and 7 (Avoiding Conflicts of Interest) impose specific requirements in certain types of situations that may otherwise give rise to ethical issues or concerns. However, they are not exhaustive - the Code of Conduct and the Values and Ethics Code cannot be expected to respond to every possible ethical issue that may be faced by CER employees. Rather, they provide a foundational framework for resolving ethical issues as they arise.

Employees and their leaders are expected to speak openly and regularly about ethical issues, including potential conflicts of interest, and to work diligently to resolve ethical concerns. Informal processes such as dialogue or mediation are encouraged where possible and appropriate. An employee can make a disclosure regarding a possible wrongdoing in accordance with the PSDPA



and the CER's Policy on the Disclosure of Information Concerning Wrongdoing (Section 4.1). Employees may also seek advice and recommendations from the Ethics Committee regarding an ethical issue or concern (Section 4.2.2).

4.1 Disclosure of Wrongdoing under the PSDPA

The purpose of the PSDPA is to encourage federal public servants to disclose wrongdoing in the workplace. It provides protection against reprisal for employees who make a disclosure, and ensures fair and objective process for those accused of wrongdoing. It also protects the identity of employees who make a disclosure to the extent possible under applicable laws.

Wrongdoing includes the following:

- a) contravention of any federal or provincial law, or of any regulations made under any such law;
- b) a misuse of public funds or assets;
- c) a gross mismanagement in the public sector;
- d) an act or omission that creates a substantial and specific danger to the life, health or safety of persons, or to the environment, other than a danger that is inherent in the performance of the duties or functions of a public servant;
- e) a serious breach of the CER Code of Conduct or the Values and Ethics Code; and
- f) knowingly directing or counselling a person to commit a wrongdoing.

If an employee has information that in their view could demonstrate a perceived or actual wrongdoing has been committed, is about to be committed, or if an employee has been asked to commit a wrongdoing, the employee should follow the process in the [CER's Policy on the Disclosure of Information Concerning Wrongdoing](#). This Policy, which incorporates the PSDPA's requirements, gives employees the choice to make a disclosure of wrongdoing internally to their supervisor or to the Designated Senior Officer, or externally to the Office of the Public Sector Integrity Commissioner. The disclosure process is confidential and the identity of the employee who made the disclosure will be protected to the extent possible under applicable laws.

4.2 The Ethics Committee

The Ethics Committee champions a positive culture of ethics and trust at the CER. It works to build awareness of the types of ethical issues faced by CER employees and provides a confidential, neutral and good faith mechanism for employees to seek advice on the resolution of ethical issues or concerns.

The Ethics Committee may also support the CEO and other CER leaders in identifying, developing, and delivering training and tools to support ethical behavior and decision-making. This may include the provision of guidance and advice on how to identify ethical issues, and how to consider and balance our values and principles in order to identify solutions.

As set out in Section 7.8, the Ethics Committee reviews Certification Documents and Confidential Reports filed by employees regarding potential conflicts of interest, and advises employees and the CEO of any apparent violations of the Code of Conduct or Values and Ethics Code that may be



revealed in those declarations. The Ethics Committee recommends to employees measures to avoid real, apparent or perceived conflicts of interest.

The Ethics Committee is an advisory, not a decision-making, body. The Ethics Committee does not have investigative powers or the ability to impose disciplinary or punitive measures. The Ethics Committee also does not assess or investigate wrongdoings reported under the PSDPA and the CER Policy on the Disclosure of Information Concerning Wrongdoing. The Ethics Committee can provide advice or written recommendations directing employees to appropriate resources and CER policies.⁵

4.2.1 Composition and Meetings of the Ethics Committee

The Ethics Committee is intended to have cross-organizational membership for the purposes of ensuring diverse perspectives and responsiveness to the CER's unique mandate and corresponding ethical issues or challenges. The membership of the Ethics Committee consists of the following people (or their equivalents as changes to organization structure or titles may be made over time):

- a) Chair - General Counsel, Associate General Counsel, or another Legal Counsel approved by the CEO
- b) Member – Human Resources staff member approved by the CEO
- c) Member – Secretary of the Commission
- d) Up to two Members-at-Large approved by the CEO
 - At least one Member-at-Large should not be a Vice President, Executive Vice President, or the CEO
 - Preference will be given to at least one Member-at-Large being a union (Professional Institute of the Public Service of Canada) member

Administrative Support will be provided to the Ethics Committee by a Human Resources Assistant.

The Ethics Committee is expected to meet at least once every six weeks. Quorum is three Members, one of which must be the Chair. If the Chair recuses themselves for a specific matter, an alternate Chair will be identified and approved by the CEO, or General Counsel in consultation with the CEO, for the purposes of that matter. If any of the Members are unavailable, the Member may identify and the Chair may allow the attendance of an alternate if required to achieve quorum.

4.2.2 Seeking Advice from the Ethics Committee

CER employees may, orally or in writing, request advice regarding an ethical issue or concern from any Member of the Ethics Committee. When requesting advice in writing, employees may choose to use the email address code@cer-rec.gc.ca, which will be monitored by the Chair of the Ethics Committee and the Committee's human resources assistant. The Ethics Committee will generally respond to requests after its next meeting. For more urgent requests, anticipate at least 5 business days for a preliminary or final response.

With the exception of minor, straight-forward or routine matters, the Member who receives a request

⁵ For example, CER Policy on the Disclosure of Information Concerning Wrongdoing, CER Discipline Policy, CER Work Place Harassment and Violence Prevention Policy, Duty to Accommodate Policy and Guidelines, and CER Employee Reporting Portal.



for advice is expected to bring the matter to the broader Ethics Committee for discussion at a meeting or through e-mail. The Committee may invite the employee who requested the advice to participate in the Ethics Committee's discussion, at the employee's option. The Ethics Committee may provide its advice to the employee orally or in writing.

The Ethics Committee will keep employee requests for advice confidential to the Committee, unless the Committee considers it necessary to:

- obtain additional information or perspectives from other CER employees or someone who acts in an advisory role to the CER (such as an Indigenous Advisory Committee or Indigenous Elder in Residence);
- inform management of an ethical trend, issue or concern, for awareness or to assist in addressing or resolving the matter.
- address a serious ethical issue⁶ by the Ethics Committee making its own report under an applicable policy (such as the CER Policy on the Disclosure of Information Concerning Wrongdoing, CER Work Place Harassment and Violence Prevention Policy, or Discipline Policy).

In all situations, the Committee will only share such information as is considered reasonably necessary under the circumstances.

5. Maintaining Confidentiality

Subject to applicable laws, CER employees are required to maintain the confidentiality of all matters that are before or under consideration by the CER. This includes maintaining confidentiality of advice provided by employees to CER decision-makers, and adjudicative deliberations.

Any external queries or requests for information from the CER should be directed to the designated or appropriate business unit, team, or individual for a response, such as the Secretary, Process Advisors, Legal Counsel, or communications staff in the case of an active adjudicative process.

Employees should only share confidential, protected or classified CER information with other CER employees on a need-to-know basis.

6. Ensuring Adjudicative Independence

6.1 Measures to Protect Adjudicative Independence

For the purpose of this Code of Conduct, an 'adjudicative process' means any process that is reasonably anticipated to result in a specific regulatory decision or recommendation that could impact the rights or interests of an external party and where the principles of natural justice apply.

CER employees, even if they are not themselves decision-makers, must treat all parties or potential

⁶ A serious ethical issue could include a wrongdoing under section 8 of the PSDPA, prohibited conduct under the CER Work Place Harassment and Violence Prevention Policy, or misconduct under the Discipline Policy of sufficient severity, in the view of the Ethics Committee, to warrant further follow-up from elsewhere within the CER.



parties to an adjudicative process fairly and in a manner that is free from any real or perceived bias. CER employees must also support and protect the independence of adjudicative decision-makers.

The role of an employee supporting or otherwise directly involved in an adjudicative process is to provide impartial and candid advice to the decision-maker. This advice must be based on the employee's general professional experience and expertise; matters of broad public knowledge; and information that is on the record of the adjudicative process. Employee advice may include summaries of, or commentary on, evidence and submissions made during the adjudicative process. CER decisions and recommendations always rest with the decision-maker identified by legislation, regulation, or lawful delegation of authority.

In order to protect adjudicative independence, employees must:

- a) Avoid behaviour that could give rise to a perception of preferential treatment;
- b) Respect and comply with CER adjudicative processes, including pre-application, consultation and hearing processes, and not take steps in relation to an adjudicative matter outside of those processes;
- c) Avoid discussing specific substantive matters at issue in an adjudicative process with any external party (this can be contrasted with matters of a broad and general nature that fall within the CER's mandate);
- d) Avoid substantively coaching or guiding any external party with respect to their involvement in an adjudicative process;
- e) Comply with applicable protocols directed at protecting adjudicative independence⁷;
- f) Avoid providing information or advice to adjudicative decision-makers that could inappropriately influence their decision, such as specific evidence that is not on the record;
- g) Avoid explaining (beyond appropriate summaries or communications materials), justifying, or opining externally on CER decisions or recommendations;
- h) Avoid opining externally on parties or specific issues that have come, may come, or are currently before the CER; and
- i) Remove themselves where possible from any situation where the employee, exercising good judgment consistent with our values and guiding principles, believes that adjudicative fairness or independence could be negatively affected by their continued involvement.

If a CER employee is an adjudicative decision-maker, the employee must immediately inform their leader, and may be disqualified from making an adjudicative decision, if circumstances exist that give rise to a conflict of interest or otherwise negatively affect the employee's ability to make that decision fairly and free from real or perceived bias. In these instances, advice from Legal Services should be sought.

Except where stated otherwise in the Code of Conduct, in any situation where a CER employee and their leader do not agree on whether the employee's continued involvement in any matter would negatively affect adjudicative fairness or independence such that they will be removed from that matter, the CEO will make the final decision.

⁷ For example, the Protocol for Protection of Adjudication Independence in the Delivery of the Indigenous Advisory Committee's Mandate, and the Interim Protocol for Interactions Related to Project-specific Crown Consultation.



6.2 Engagement with Industry, Indigenous Peoples, Stakeholders, Governments, and the Public

The CER regularly engages with external parties as part of all aspects of its mandate. Engagement encompasses a spectrum of activities including informing, consulting, involving, and collaborating with Canadians on matters related to the CER's work. The CER also engages with and provides expert advice to the Government of Canada and other government bodies and agencies on matters such as policies, regulations and legislation, and regulatory cooperation initiatives.

Through engagement, the CER shares information and expertise, builds meaningful relationships, and gathers valuable input that serve to help prevent harm and improve regulatory outcomes.

For the purpose of this Section 6.2, 'engagement' is defined as any contact, connection, meeting or activity, in a formal or informal setting, with an external party that is not related to the resolution of matters at issue in any particular adjudicative process. It is therefore generally inclusive of contacts, meetings or activities related to regulatory compliance and lifecycle oversight, CER endorsed committees or groups, policy development, energy information, and general sharing of information and expertise. Such engagement with industry on specific projects may involve status and priority information to inform resource allocations and assignment of work, application of Official Languages policy, and similar management decision making.

Engagement can occur regardless of active or anticipated adjudicative processes. However, in order to protect adjudicative independence, employees must, when carrying out engagement work (and in addition to the measures in Section 6.1):

- a) Take all reasonable steps to establish clear expectations and accurately document outcomes of engagement, including where possible and appropriate creating an agenda, taking minutes, and retaining copies of meeting materials; and
- b) Not share specific information gathered during engagement activities with other employees assigned to an adjudicative process in which that information is relevant to the adjudicative decision or recommendation, until after the adjudicative process is complete.

It may not be appropriate for an employee assigned to an adjudicative process to also be involved in engagement with parties to that process or where substantive issues related to that process may arise. This will depend on the specific circumstances, including the extent and scope of the employee's involvement in the adjudicative process, and the subject of the engagement. If an employee is in doubt as to whether their involvement in engagement is appropriate, they should talk to their leader or request advice from the Ethics Committee.

CER leaders are expected to monitor the engagement plans and activities of their team members, and take all necessary and appropriate measures to ensure that an employee's involvement in engagement will not negatively impact adjudicative fairness or independence.

7. Avoiding Conflicts of Interest

CER employees must take all possible steps to prevent and resolve any real, apparent or potential conflict of interest. For the purposes of this Code of Conduct, 'conflict of interest' means a situation or circumstances that places, or may be reasonably perceived to place, an employee in a position



where their private or personal interests may inappropriately influence the performance of their CER duties, or in which the employee uses their CER employment for personal gain. A ‘real’ conflict of interest exists at the present time, an ‘apparent’ conflict of interest could be perceived by a reasonable observer to exist, whether or not that is the case, and a ‘potential’ conflict of interest could reasonably be foreseen to exist in the future. Examples of conflicts of interest are outlined in the [Code of Conduct Supporting Guidance](#).

7.1 Assets, Interests and Outside Activities

Employees must not hold any asset or interest that presents a real, potential or apparent conflict of interest with the CER’s activities. Employees should not be involved in any way with a business that deals in hydrocarbons, electricity or offshore energy. This means that employees should not own, hold shares in, act as a director, officer, partner or otherwise in a business that explores for, produces, sells, buys, transmits, exports, imports, is engaged in, or otherwise deals in hydrocarbons, electricity or offshore energy.

Employees also should not hold any bond, debenture, strip bond, coupon, option or other security of a company engaged in such business, or a mutual fund or exchange traded fund (ETF) that predominantly (i.e., 51% or more) consists of companies dealing in such business.

Employees may undertake outside activities, such as paid or volunteer outside work, provided it does not present a real, potential or apparent conflict of interest with the CER’s activities. A conflict of interest would exist if, for example, an employee’s outside activity resulted in a business relationship with a company, individual or organization who brings matters before the CER, or if the employee gives advice in the course of an outside activity related to matters involving the CER.

7.2 Political Activities

Employees have the right to engage in political activities so long as it does not impair, or is perceived as impairing, the employee’s ability to perform his or her duties in a politically impartial manner. The Public Service Commission is responsible for administering the political activities regime. For information on candidacy requests or political activities not related to candidacy, please refer to the Public Service Commission Website or the CER’s Designated Political Activities Representative.

7.3 Criminal and Other Charges

If an employee is convicted of a violation of a Canadian law or regulation and this could affect the employee’s ability to carry out their work, the employee must inform their immediate supervisor immediately. If an employee is charged with such a violation and the charge itself affects the employee’s ability to carry out their work (e.g., the employee’s driver’s licence is suspended and the employee drives as part of their work) the employee must inform their immediate supervisor immediately.

7.4 Gifts, Hospitality or Other Benefits

Gifts, hospitality or other benefits offered to CER employees should be incidental in nature, and within the bounds of propriety or normal expressions of courtesy. In general, gifts, hospitality or other benefits offered as a result of employment at the CER can be accepted if:



- a) the offering is considered a normal expression of courtesy (e.g., a lunch during a meeting);
- b) the value of the offering does not exceed \$200.00; and
- c) there is no suspicion that the offering has been made to influence an employee's judgement or how the employee would perform their job.

If an employee believes a gift is inappropriate and is unable to decline it, they must inform their immediate supervisor. If an employee is uncertain as to whether a gift, hospitality or other benefit is appropriate, they should seek advice from their leader or the Ethics Committee.

Gifts, hospitality or other benefits unrelated to an employee's employment and given to the employee's spouse or immediate family member and not to the employee directly are generally acceptable. However, if an employee is working on a matter that involves the company or individual who gave the gift, hospitality or other benefit, the offering should be declined, or recommendation of the Ethics Committee obtained.

Employees should not solicit or accept donations or prizes for CER social events from businesses that deal in hydrocarbons, electricity or offshore energy, or any other party that comes before the CER.

For greater clarity, any physical gifts received from Indigenous Peoples in ceremony or as part of protocol are accepted on behalf of the CER, not individual employees.

7.5 Family Members

CER employees must notify their Vice President of immediate family members who work for, or on behalf of, a present or likely participant in an adjudicative process to which the employee is assigned. 'Immediate family member' means the employee's spouse, parent, child, sibling, mother- or father-in-law, son- or daughter-in-law, brother- or sister-in-law and anyone who shares the employee's residence. The Vice President will determine whether the employee will continue to be assigned to the adjudicative process. The employee may submit a request in writing to the CEO for a review of the Vice President's decision, and the CEO will make a final decision.

7.6 Outside Employment Offers

Employees should not allow their work to be influenced by offers of outside employment. If an employee receives a firm offer, which gives rise to a real, apparent or potential conflict of interest with their CER duties, they must inform their Vice President or immediate supervisor immediately. The employee must also notify their Vice President or Executive Vice President of any post-employment activities that might be impacted by the Code of Conduct. The Vice President or Executive Vice President may reassign the employee to other duties while still employed at the CER, depending on the circumstances of the post-employment activity.

If an employee is unsure whether a firm job offer gives rise to a real, apparent or potential conflict of interest, they are expected to seek advice from their leader or the Ethics Committee.



7.7 Post-Employment

For the first year after leaving the CER, an individual who was formerly an employee must not represent a company or individual before the CER. This includes but is not necessarily limited to:

- a) acting as a witness;
- b) acting as counsel;
- c) serving as an official representative; or
- d) signing correspondence sent to the CER.

During the one year post-employment period it is, however, acceptable for a former employee to make routine requests for information from the CER.

The obligations of employees in Section 5 continue post-employment to all CER confidential information that is not otherwise publicly available.

If an employee is aware of a former employee who is not following the requirements of this Section, the employee should advise their leader or the Ethics Committee. Should a former employee not follow the requirements of this Section, the relevant CER decision-maker may, for the purpose of avoiding a real or perceived conflict of interest or bias, decide not to meet or hear from that person in relation to an adjudicative process, including by striking filings signed by or evidence given by that person.

7.8 Dealing with Potential Conflicts of Interests

When in doubt, CER employees are encouraged to disclose any circumstances that an employee believes could give rise to a conflict of interest with the CER's activities. Responsible disclosure in accordance with this Section 7.8 helps to protect employees as well as the CER. If conflicts of interest are not disclosed, they cannot be effectively addressed.

7.8.1 Declaring Assets and Interests

Within 60 days of commencing employment with the CER, and approximately annually thereafter, CER employees must complete an Employee Certification Document or similar declaration. The employee must identify whether they are involved in any way with a business that deals in hydrocarbons, electricity or offshore energy and whether they are involved in any outside activity that could present a real, potential or apparent conflict of interest with the CER's activities. If the employee answers either of these questions in the affirmative, the employee must file a Confidential Report describing the applicable involvement or activity.

If, at any time during their employment with the CER, an employee becomes involved in any way with a business that deals in hydrocarbons, electricity, or offshore energy or in any outside activity that could present a real, potential or apparent conflict of interest with the CER's activities, the employee must complete a Confidential Report. This includes an ongoing obligation to declare any relevant changes to the employee's circumstances since they last filed an Employee Certification Document or Confidential Report.



7.8.2 Ethics Committee Review of Confidential Reports

The Ethics Committee will review all Confidential Reports. During this review, the employee may be asked to:

- provide the Ethics Committee with further relevant information, including about their assets and interests or outside activities
- meet with the Ethics Committee about their Confidential Report either personally or through a representative.

The Ethics Committee may also seek information from the employee's Vice President. The Committee will consider the information in the Confidential Report, any additional information provided by the employee or their Vice President, any representations made by or on behalf of the employee, and any additional and relevant factors such as:

- the level and nature of the employee's position at the CER;
- the possibility of the employee taking improper advantage of information obtained in the course of his or her official duties and responsibilities; and
- the possibility of the employee using their CER position to improper advantage to obtain outside employment.

7.8.3 Ethics Committee Recommendation

After conducting its review under Section 7.8.2, the Ethics Committee will make a recommendation to the employee regarding whether the declared involvement (assets or interests), or outside activity, presents a real, potential or apparent conflict of interest with the CER's activities. If so, the Ethics Committee will recommend to the employee the actions required to comply with the Code of Conduct, including associated timelines. This may include limiting, changing or ceasing an outside activity, or divesting assets or interests.

When the Ethics Committee recommends divestiture, it will generally allow the employee 120 days within which to do so. Assets or interests must be divested in one of the following ways:

- Sold in an arm's length transaction. This means selling an asset to someone with whom the employee does not have a relationship. Someone an employee has a relationship would include their spouse, parent, sibling, children, etc.; or
- Placing the asset into a blind trust arrangement, which means the employee has no control over the asset and the trustee who has control over it is at arm's length to the employee.

If an employee chooses to place an asset in trust, the trust must be set up so the employee does not have any power to manage the asset or make decisions about it. When an asset is placed in trust, the Ethics Committee will review the agreement and verify with the CEO whether the agreement is acceptable. At the discretion of the CEO, the costs of placing or maintaining the assets in a blind trust may be reimbursed.

It is not acceptable to sell or transfer assets or interests to family members or others in an attempt to avoid complying with the requirements of this Section 7.

Subject to Section 7.8.4, the employee must, within 30 days of receiving the Ethics Committee recommendation, confirm in writing that they will comply with the recommendation. Should the employee not do so, or not otherwise comply with the recommendation within the timeline specified, the Ethics Committee will advise the CEO in writing.



Notwithstanding any other provision of Section 7.8, in the event the CEO becomes aware of a potential conflict of interest and is of the view that urgent action is required to address it, the CEO may take steps at any time (including prior to or after the Ethics Committee recommendation), requiring the employee to accept a temporary change in duties pending the opportunity for review of the matter by the Ethics Committee and, where applicable, by the CEO under Section 7.8.4.

If an Executive Vice President, Vice President, Professional Leader or Director of a Regional Office declares in a Confidential Report that they are involved in an outside activity that could present a real, potential or apparent conflict of interest with the CER's activities, the Ethics Committee will notify the CEO of the declared activity prior to making its recommendation to the employee. The Ethics Committee will provide the CEO with a written copy of its recommendation.

Ethics Committee recommendations made under this Section are to be made on consensus. If there is a disagreement amongst Ethics Committee Members regarding a recommendation, the differing views will be presented to the CEO for a final decision on the matter. Notice to the employee will be provided and the employee will be given an opportunity to comment and respond to the differing views of the Ethics Committee Members. The CEO may seek additional information from the employee's Executive Vice President, Vice President, or immediate supervisor. If the CEO requires a legal opinion, the legal advice will be provided by a counsel who is not the Chair of the Ethics Committee. The CEO will provide a copy of the final decision to the employee, and the Ethics Committee for record keeping.

7.8.4 CEO Review of Ethics Committee Recommendation

If an employee disagrees with an Ethics Committee recommendation made under Section 7.8.3, they may, within 30 days of receiving the Ethics Committee recommendation, submit a written request to the CEO for a review and decision. The written request for a review must set out the reasons why the employee disagrees with the Ethics Committee recommendation.

Upon receipt of a written request for a review, the CEO will forward it to the Ethics Committee, and request a written report from the Ethics Committee that addresses the employee's concerns and explains the recommendation. The Ethics Committee will forward the report to the CEO and the employee. The employee will be given 30 days from the receipt of the Ethics Committee's report to respond in writing to the contents of the report. The employee will submit their written response to the CEO and provide a copy to the Ethics Committee for record keeping. The employee may request from the Ethics Committee an extension to the timelines associated with this CEO review process and set out the reasons for doing so.

The CEO will review the employee's written request for review, the Ethics Committee's report, and the employee's written response. The CEO may seek additional information from the employee's Executive Vice President, Vice President, or immediate supervisor. If the CEO requires a legal opinion, the legal advice will be provided by a counsel who is not the Chair of the Ethics Committee.

The CEO will make a final decision on the request for review. The CEO will provide a copy of the final decision to the employee, and the Ethics Committee for record keeping. The CEO's decision may require the employee to limit, change or cease outside activities, divest assets or interests, or restrict post-employment activities, and may set a timeline to do so. If the employee does not



comply with the CEO's decision, they may be subject to disciplinary action, up to and including termination of employment.

8. Resources

Links to the following resources can be found on the CER's iWeb or Process Dashboard. For assistance locating these or other resources, employees should contact their leader or the Ethics Committee.

- [CER Departmental Results Framework and Internal Services Framework](#)
- [CER Discipline Policy](#)
- [CER Employee Reporting Portal](#)
- [CER Gifts & Hospitality Guidelines](#)
- [CER Policy on the Disclosure of Information Concerning Wrongdoing](#)
- [CER Pre-Application Meeting Guidance Notes](#)
- [Duty to Accommodate Policy and Guidelines](#)
- [CER Strategic Plan](#)
- [CER Work Place Harassment and Violence Prevention Policy](#)
- [Code of Conduct Supporting Guidance](#)
- [Delegation of Human Resources Authorities](#)
- [Employee Certification Document Form](#)
- [Employee Confidential Report Form](#)
- [Guidance for Federal Employees Involvement in Political Activities](#)
- [Indigenous Gifting Guidance](#)
- [Interim Protocol for Interactions Related to Project-specific Crown Consultation](#)
- [Office of the Public Sector Integrity Commissioner of Canada's Website](#)
- [Protocol for Protection of Adjudication Independence in the Delivery of the Indigenous Advisory Committee's Mandate](#)
- [Public Servants Disclosure Protection Act](#)
- [Values and Ethics Code for the Public Sector](#)

9. Approval and Effective Date

This Code of Conduct is approved and made effective this 4th day of February 2022. This Code of Conduct replaces the Code of Conduct for National Energy Board Employees that was effective 27 November 2019.

Gitane De Silva
Chief Executive Officer