



Canadian Air Transport
Security Authority

Administration canadienne
de la sûreté du transport aérien

CODE OF CONDUCT and ETHICAL BEHAVIOUR

***Board of Directors
Canadian Air Transport Security Authority***

REVISION: 2014/12/04

REPLACES: 2013/12/06

Canada





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Introduction

Application This *Code of Conduct and Ethical Behaviour* (“**Code**”) applies to the Board of Directors (“**Board**”, or individually, “**Director(s)**”) of the Canadian Air Transport Security Authority (“**CATSA**”).

Purpose This Code is created in order to enhance public confidence and trust in the integrity, objectivity, and impartiality of CATSA and its Board.

Roles of Directors Directors have the following combined roles:

Director of Crown corporation	Public Office Holder
<ul style="list-style-type: none"> ▪ Means a person appointed by Governor-in-Council to a Board of Directors accountable for overseeing the management of the businesses, activities and other affairs of a Crown corporation. 	<ul style="list-style-type: none"> ▪ Means a person falling within the definition of public office holder under the <i>Parliament of Canada Act</i>, including Governor-in-Council appointees such as Directors of Crown corporations.
	<ul style="list-style-type: none"> ▪ Means a person falling within the definition of public office holder under the <i>Conflict of Interest Act</i>, including Governor-in-Council appointees such as Directors of Crown corporations.

Contents This Code outlines the Standards of Conduct that Directors must follow in the exercise of their duties as Directors of CATSA, including certain post-directorship and statutory expectations (“**Standards of Conduct**”).

For ease of reference, this Code highlights provisions of the *Financial Administration Act* (“**FAA**”), and the *Conflict of Interest Act* (“**COIA**”) that place conduct requirements on the Board by virtue of their appointment as Director of a Crown corporation and by virtue of their position as a Public Office Holder.

Where requirements relating to a Standard of Conduct derive from an external source (e.g. legislation, Government of Canada policy), this will be indicated through grey highlighting over the text.

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Introduction, Continued

Expectations of Directors

Directors are expected to be familiar with the Code and to adhere to the Standards of Conduct.

Directors have a responsibility to be sufficiently familiar with any legislation or regulations that apply to their directorship and to be able to recognize potential liabilities. Directors may seek guidance on the foregoing, where appropriate, from CATSA's *Corporate Secretary*.

No Code can cover all possible situations that might be encountered. Directors must exercise judgment in applying the Standards of Conduct to any particular situation. When in doubt, Directors are encouraged to consult with the Board Chairperson, or with CATSA's *Corporate Secretary* for guidance.



Enforcing and Maintaining Code

Initial Briefing The Corporate Secretary shall brief and counsel new Directors on the Code and its interpretation.

Departure Briefing The Corporate Secretary shall brief and counsel departing Directors on their post-directorship obligations.

Questions During their tenure, Directors shall raise any questions relating to how this Code should be interpreted or applied with the Board Chairperson and the Corporate Secretary. A Director who is unsure of whether a situation violates this Code should discuss the situation with the Board Chairperson and the Corporate Secretary to prevent possible misunderstandings and embarrassment at a later date.

Decisions Any decision on behalf of CATSA with respect to the application or interpretation of the Code will be made by the Board Chairperson. Where the matter relates to the Board Chairperson, the decision will be made by the Chairperson of the Audit Committee.

Depending on the matter at issue, appropriate guidance may be sought from internal or external subject matter experts, including, but not limited to:

- The Chairperson of the Governance Human Resources and Pension Committee
 - CATSA's Corporate Secretary
 - External advisors
 - Office of the Conflict of Interest and Ethics Commissioner
 - Treasury Board of Canada Secretariat
 - Privy Council Office
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Reviews and Amendments The Governance Human Resources and Pension Committee is responsible for the Code. It monitors how the Code is being applied, reviews the Code at least once every three (3) years and recommends to the Board any appropriate changes.



Documenting Compliance with Code

Initial Appointment

Before Directors begin their duties, the Corporate Secretary will ask them to complete:

1. a formal acknowledgement (Schedule 3 – Acknowledgement and Undertaking) that they have read and understand the Code and will comply with it;
2. a document (Schedule 4 – Confidential Report) that asks them to disclose:
 - a) the name and address of the registered office of each organization that they serve as Director or Trustee of;
 - b) the name and address of the registered office of each organization that they exercise control over, have more than 10% of the voting rights, or for which they make investment of other major decisions; and
 - c) other activities or financial interests that could lead to any Real, Apparent or Potential Conflict of Interest.

Annual Update

Every April, the Corporate Secretary will send a request to Directors to certify that they have read, understood and complied with the Code during the specified reporting period. A sample of this form is attached at Schedule 5 (Annual Statement of Compliance).

Directors will be asked to update the information mentioned in #2 above once a year in April or as deemed appropriate by the Director further to any changes in their personal situation.



Standards of Conduct

Duty of Loyalty Directors shall act honestly and in good faith with a view to the best interests of CATSA. [FAA, s.115]

Duty of Care Directors shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. [FAA, s.115]

Conflict of Interest Directors shall avoid and disclose any Real, Apparent or Potential Conflict of Interest. [COIA s. 4-5 and FAA, s. 116]

Definitions and further requirements related to Conflict of Interest are included in the “Conflict of Interest Measures” chapter of this Code which highlights the legal requirements contained in the *Conflict of Interest Act*.

Conflict of Duty A “**Conflict of Duty**” occurs when a Director owes a fiduciary duty to another entity unrelated to CATSA that conflicts directly with his or her fiduciary duty to CATSA. One example of this may be that a Director has the obligation to disclose to CATSA confidential information which they possess by virtue of another relationship.

Directors shall avoid and disclose any Conflict of Duty to the Board Chairperson should a Conflict of Duty arise and seek a decision from the Board Chairperson as to an appropriate resolution in CATSA's best interests. It would also be in the Director's best interest to consult with independent legal counsel.

Outside Activity Directors shall not carry on a business, hold an office or directorship, or engage in any activity if these activities are likely to conflict with the Director's duties to CATSA.

Directors who hold positions of leadership in other organizations shall ensure that they are at all times seen as speaking for these other organizations and not as spokespersons of CATSA.

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Standards of Conduct, Continued

Confidentiality

In carrying out CATSA's business, Directors may learn confidential or proprietary information about CATSA, its suppliers, its stakeholders and its shareholder and may obtain security sensitive information. Directors shall at all times maintain the confidentiality of all confidential or proprietary information entrusted to them and comply with any specific transmission, storage and handling requirements applicable to such information.

Directors shall not disclose any such information to third parties, except when disclosure is authorized by CATSA or otherwise legally mandated.

Confidential or proprietary information of CATSA and other companies, includes any non-public information that would be harmful to the relevant entity if published or, when in relation to a CATSA supplier, could be useful or helpful to a company's competitors if disclosed.

Confidential information shall not be used for a Director's personal gain.

Compliance with Policy

Directors have a responsibility to be knowledgeable of CATSA's policies and federal government policies applicable to Directors and their work, and to comply with these policies. Directors may seek guidance on the foregoing, where appropriate, from CATSA's Corporate Secretary.

Political Activity

Directors may participate in partisan political activities provided they comply with the requirements of this Code.

Directors should not participate as candidates in any municipal, provincial, territorial or federal election. A Director elected to office in any municipal, provincial, territorial or federal election or who accepts a Senate appointment will no longer be eligible to occupy a position as Director of CATSA and as such, will be required to submit his or her resignation effective from the date of election or appointment (s.12(2) *CATSA Act*).

As Public Office Holders, Directors must also comply with the government guidance document attached at Schedule 2 ([Guidelines for the Political Activities of Public Office Holders](#)). Please note that CATSA has only reproduced the portions of this document relevant to CATSA's Directors. The complete document is available on the **Governor-in-Council Appointments webpage**.

Further, a Director shall not participate in a political activity where it may reasonably be seen to be incompatible with the Director's duty, or reasonably seen to impair his or her ability to discharge his or her duties in a politically impartial fashion, or would cast doubt on the integrity or impartiality of the Director, the Board or CATSA.

Directors shall not use CATSA's facilities, equipment or resources in support of these activities.

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Standards of Conduct, Continued

Public and Regulator Relations

Subject to Directors' duties of confidentiality, Directors shall act in an honest and transparent manner in dealings with the Canadian public and the regulator to enhance confidence in our system of governance. Where the requirement for transparency conflicts with a Director's duties of confidentiality, Directors should seek guidance from the Board Chairperson prior to making any disclosures.

Public Comment

Directors shall refrain from any public discussion, in the media or otherwise, regarding CATSA's business, affairs, policies or organization unless authorized by the Board Chairperson. A Director is permitted to engage in a public discussion when the Director is acting as the authorized representative of CATSA for the purposes of speaking or engaging in discussion related to CATSA's business, affairs, policies or organization. Examples include, but are not limited to, activities with the Canadian Airports Council, National Airlines Council of Canada, or the Air Transport Association of Canada.

Only a spokesperson designated by CATSA is authorized to issue a public statement or make public comments regarding CATSA's position on a given subject. Where a Director is asked to comment publicly on any issue relating to CATSA's affairs, the Director shall decline to comment and refer the enquiry to the Board Chairperson or the President and Chief Executive Officer of CATSA.

Reporting of Wrongdoing

Directors shall report to the Board Chairperson or in circumstances where the Chairperson may have involvement, to the Chairperson of the Audit Committee:

1. The conduct of another Director, officer or employee of CATSA whom the Director has reasonable grounds to believe has done something illegal or in violation of this Code or the *Code of Ethics and Conduct for Employees of the Canadian Air Transport Security Authority*, as applicable; or
 2. A personal breach of this Code, including violations of laws or regulations.
-

Post- Directorship

Directors must adhere to the Code, to the extent applicable, after leaving office. In particular, Directors shall comply with post-directorship obligations under the *COIA* as summarized at Schedule 1 (Conflict of Interest Act – Summary of Rules) to this Code. [*COIA*, s.33-34]



Conflict of Interest Measures

Definitions

“**Conflict of Interest**”, under the *Conflict of Interest Act* and within this Code, means when a Director exercises an official power, duty or function that provides an opportunity to further his or her private interests or those of his or her relatives or friends or to improperly further any other person’s private interests.

“**Real**” means that the Conflict of Interest exists at the present time.

“**Apparent**” means that the Conflict of Interest is perceived by a reasonable observer to exist, whether or not it is the case.

“**Potential**” means that the Conflict of Interest can be reasonably foreseen to exist in the future.

Standard of Conduct

Directors shall avoid and disclose any Real, Apparent or Potential Conflict of Interest. [COIA s. 4-5 and FAA, s. 116]

COIA Requirements

As Public Office Holders, Directors shall also comply with the Conflict of Interest requirements of the *Conflict of Interest Act*. These requirements are summarized at Schedule 1 ([Conflict of Interest Act – Summary of Rules](#)).

Timing and Manner of Disclosure

Disclosures must be made:

- at the earliest opportunity
- in writing, to the extent practicable, and
- to the Board Chairperson, or
- when the Board Chairperson is making the disclosure, to the Chairperson of the Audit Committee.

Where it is not practicable to make a disclosure as indicated above, disclosures may be made at Committee or Board meetings to either the Committee Chairperson or the Board Chairperson.

Avoiding Conflicts of Interest

The following table outlines a list of actions that may be taken to remedy or avoid a Conflict of Interest should one arise under this Code and/or the *Conflict of Interest Act*. This is not an exhaustive list and not every action will be sufficient to respond to a Conflict of Interest.

Action	Description
Recusal	Recusal means that a Director does not participate in deliberations or debates, make recommendations, give advice, consider findings, or in any other way assume responsibility for or participate in the work or decision making relating to the matter where there is a Conflict of Interest (s.21 COIA/ s.116(5) FAA).

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Conflict of Interest Measures, Continued

**Avoiding
Conflicts of
Interest**
(continued)

Action	Description
Resignation of office or activity	Where a Conflict of Interest exists concerning a Director's appointment, office, position or activity with another organization, the Conflict of Interest may be removed if the Director resigns from the other office or activity or from the Board.
Divestiture	Where a Director owns, or has a substantial interest in real or personal assets and ownership of those assets presents a Conflict of Interest, the Conflict of Interest may be removed by divesting the assets, or selling them to a third party. Divestiture is most appropriate before holding a position or becoming involved with a business activity where a Conflict of Interest may be created. Divestiture as a remedy will be inappropriate if, for example, a gain, profit, reward, change in value or benefit has already been realized and, in such instances, other remedies such as a blind trust need to be considered.
Blind Trust	Where a Director has significant assets that are likely to place him or her in a Conflict of Interest, the Director may consider entrusting those assets to an independent trustee for management. A blind trust created for this purpose must comply with the requirements for blind trusts under s. 27 of the <i>COIA</i> .
Return	S. 11 of the <i>COIA</i> prohibits the acceptance by a public office holder and their family of any gift or other advantage that might reasonably be seen to have been given to influence the public office holder in the exercise of an official power, duty or function. The <i>Guideline on Gifts (including Invitations, Fundraisers and Business Lunches)</i> published by the Office of the Conflict of Interest and Ethics Commissioner provides some guidance as to whether a gift is improper. An improper gift or advantage should either not be accepted or be returned to the person offering it as soon as practicable. If there is no opportunity to return an improper gift or benefit or where the return may be perceived as offensive for cultural or other reasons, the gift or benefit must immediately be disclosed and turned over to the Board Chairperson or the Corporate Secretary who will make a suitable disposition of the item.



Pension Administration

Application

The requirements of this chapter apply to the entire Board, but are of particular importance to members of the Governance Human Resources and Pension Committee (“**GHRP Committee**”) with respect to their pension administration responsibilities for the: “**CATSA Pension Plans**” or “**Plans**”:

- *Registered Pension Plan – Pension Plan for the Employees of CATSA; and the*
- *Supplemental Retirement Plan – Supplemental Pension Plan for the Employees of CATSA.*

Note: Members of the Pension Management Committee (“**PMC**”) are also subject to the same Standards of Conduct within the *Pension Management Committee Code of Conduct and Ethical Behaviour*.

Purpose

The conduct of the Board as administrator of the CATSA Pension Plans and the conduct of the members of the GHRP Committee and the PMC in fulfilling their delegated administration responsibilities affects the members and beneficiaries of the CATSA Pension Plans who depend on the pensions for their retirement income.

Consequently, as part of a governance best practice, the Standards of Conduct provided in this chapter are intended to work in conjunction with the other Standards of Conduct of this Code in order to provide additional assurance that those individuals who are fulfilling pension administration responsibilities are subject to appropriate ethical standards.

Standards of Conduct

In fulfilling their responsibilities with respect to the administration of CATSA’s pension plans, Directors shall:

1. Act in good faith and in the best interest of pension plan members and beneficiaries.

For greater certainty, this duty applies with respect to plan administration responsibilities, as opposed to any activities or decisions the Board members may participate in with respect to CATSA’s role as sponsor of the Plans.

2. Act with skill, competence, diligence, prudence and reasonable care expected of an individual with their skills, training or professional accreditation.
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Pension Administration, Continued

**Standards of
Conduct**
(continued)

3. Maintain independence and objectivity by avoiding and disclosing any Conflict of Interest as defined and governed by the requirements relating to Conflict of Interest of this Code.
4. Abide by all applicable laws, rules and regulations, including the terms of the pension plan documents.
5. Deal fairly, objectively, and impartially with all plan members and beneficiaries.
6. Take actions that are consistent with the objectives of the Plans and the Plans' documents and policies that support those objectives.
7. Review on a regular basis the efficiency and effectiveness of the Plans' success, including assessing the performance and actions of the pension service providers, such as investment managers, consultants and actuaries.
8. Maintain confidentiality of pension, plan member, and beneficiary information, other than information that is required or permitted to be disclosed by law, contract or policy.
9. Communicate with plan members, beneficiaries, auditors and regulatory authorities in a timely, accurate and transparent manner.



Schedule 1: Conflict of Interest Act: Summary of Rules That Apply To Public Office Holders (updated February 2012)

Public office holders are in a conflict of interest when they exercise an official power, duty or function that provides an opportunity to further their private interests or those of their relatives or friends, or that improperly furthers another person's private interests.

General Duties for All Public Office Holders (Part 1)

- Arrange your private affairs to prevent conflicts of interest. (s. 5)
- Abstain from participating in decisions that would involve a conflict of interest. (ss. 6.(1))
- Do not take any action aimed at circumventing the *Conflict of Interest Act*. (s. 18)

Prohibited Activities while Holding Office (Part 1)

- Providing preferential treatment to any person or organization based on the identity of the person or organization representing them. (s. 7)
- Using information that is not available to the public to further private interests. (section 8)
- Using your position to influence a decision to further private interests. (section 9)
- Being influenced in exercising your duties by offers of outside employment. (s. 10);
- Accepting any gift or other advantage that might reasonably be seen to have been given to influence you in exercising your official duties. (s. 11)
- Entering into a contract or employment relationship, in the exercise of your official duties, with a spouse, common-law partner, child, sibling or parent or permitting the entity for which you work to do so. (s. 14)
- Personally soliciting funds if it places you in a conflict of interest. (s. 16)

Recusal (Part 2)

You must recuse yourself from any discussion, decision, debate or vote if you would be in a conflict of interest. (s. 21)

Post-Employment – Prohibited Activities (Part 3)

- Acting in a manner that takes improper advantage of your previous office. (s. 33)
- Acting for or on behalf of any person or organization in connection with any specific proceeding, transaction, negotiation or case where the Crown is a party and where you had acted for, or provided advice to, the Crown while in public office. (ss. 34.(1))

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Schedule 1, Continued

- Providing advice to clients, business associates or employers using information that was acquired in the course of your official duties and that is not available to the public. (ss. 34.(2))

Administration and Enforcement (Part 4)

The Commissioner may conduct an examination:

- On the written request of a Senator or Member of the House of Commons who has reasonable grounds to believe that a public office holder or a former public office holder has contravened the Act. (s. 44)
- On her own initiative if she has reason to believe that a public office holder or a former public office holder has contravened the Act. (s. 45)

This summary is intended as a quick reference. The *Conflict of Interest Act* itself is the final authority.



Schedule 2: Conflict of Interest Act: Summary of Rules That Apply To Public Office Holders

These *Guidelines for the Political Activities of Public Office Holders* are taken from the Governor-in-Council Appointments webpage and are dated July 19, 2011.

The following Guidelines do not apply to those public office holders whose roles and functions are necessarily of a political or partisan character, namely, Ministers, Ministers of State, Parliamentary Secretaries or their staff. However, the political activities of exempt staff remain governed by Treasury Board's *Policies for Ministers' Offices*, and the political activities of House of Commons staff are governed by the by-laws established by the Board of Internal Economy.

Context

Public office holders¹ discharge important public duties and accordingly are expected to comport themselves in a manner befitting the trust and confidence reposed in them. The essence of this obligation is set out in Part I of this Guide [<http://www.pco-bcp.gc.ca/index.asp?lang=eng&Page=information&Sub=publications&Doc=ag-gr/2011/ag-gr-eng.htm#A1>]. In addition, public office holders are governed by the applicable provisions of the *Conflict of Interest Act* and the *Lobbying Act*.

Public office holders must also ensure that their political activities are consistent with the obligation to discharge their public duties in a non-partisan manner, so as to ensure that public confidence and trust in the integrity, objectivity and impartiality of government are conserved and enhanced.

Any measures necessary to maintain the public's confidence that public office holders will discharge their function with integrity and in a non-partisan manner must be informed by the democratic rights protected under the *Canadian Charter of Rights and Freedoms*.

The purpose of these Guidelines is to assist all public office holders in determining whether a contemplated political activity is compatible with their public duties. The Guidelines are grounded in one general principle: that a public office holder should not participate in a political activity where it may reasonably be seen to be incompatible with the public office holder's duty, or otherwise be seen to impair his or her ability to discharge his or her public duties in a politically impartial fashion, or would cast doubt on the integrity or impartiality of the office.

Public office holders exercise a wide variety of functions and come from a wide variety of backgrounds. Accordingly, it is not possible to set out, for all public office holders and for all circumstances, a set of definitive or binding rules. In all cases, public office holders should be guided by the general principle and the guiding factors set out below.

Every public office holder is under the obligation to consider these Guidelines before embarking on any political activity and, where there is any doubt, shall refrain from the activity in question.

Continued on next page



Schedule 2, Continued

For the purpose of these Guidelines, political activities include, but are not limited to:

- contributing money, within the law, to political parties, candidates or leadership campaigns at any level of government;
- being a member of a political party at any level of government in Canada;
- seeking nomination to run as a candidate or being a candidate in an election of any level of government in Canada;
- fundraising for political purposes;
- managing a political campaign or campaigning personally on behalf of a candidate in an election;
- personally displaying campaign material;
- attending partisan or social events sponsored by one particular political party, a Minister, a Member of Parliament or a Senator where such events are exclusively or primarily of a political or partisan character; and
- expressing partisan views in a public setting where this may reasonably be seen to be incompatible with, or impair the ability to discharge, the office holder's public duties.

Political activities do not include attending all-party candidates meetings in order to inform one's right to vote, or expressing partisan views in a private setting. In addition, in all cases all public office holders have the right to vote.

General Principle

A public office holder should not participate in a political activity that is, or that may reasonably be seen, to be incompatible with the public office holder's duties, or reasonably seen to impair his or her ability to discharge his or her public duties in a politically impartial fashion, or would cast doubt on the integrity or impartiality of the office.

Guiding Factors

In considering whether the general principle applies in a given situation, public office holders should be guided by the following factors:

1. The nature of the organization, including whether it is quasi-judicial in character, in which case a much more stringent standard is required.
2. The nature of the public office holder's duties, including:
 - the level of authority within the organization;
 - the level of influence over others;
 - the degree and type of discretion vested in the public office holder;

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Schedule 2, Continued

- the type and level of involvement in the development of policy;
 - the relationship with or connection between the public duties and the contemplated political activity;
 - whether the duties are full-time or part-time;
 - the visibility and profile of the public office holder's duties; and
 - the impact of the public office holder's duties on the public.
3. The nature of the contemplated political activity, including:
- its profile or visibility; and
 - its active or passive character.
4. The duty of loyalty to the Government of Canada.

[Section omitted as not relevant to CATSA Directors]

Administration and Interpretation

Compliance with these Guidelines is a term and condition of appointment. Before appointment, a public office holder shall certify that he or she will comply with these Guidelines.

It is recognized that there will be circumstances in which either the participation of public office holders in political activities has not been covered under these Guidelines, or the application of these Guidelines is unduly restrictive. The general principle and guiding factors are controlling, and resort should be had to these in all cases. Inquiries about these Guidelines and their interpretation should be addressed to the Privy Council Office (or where the *Public Service Employment Act* is engaged, the Public Service Commission) before a public office holder commences the proposed activity. Where there is any doubt, public office holders are expected to refrain from the contemplated activity or to resign from office in order to undertake it.

As stated above, persons subject to either Part 7 or section 117 of the *Public Service Employment Act* should take note of the substantive provisions of that Act, and must refer questions about their obligations under that Act to the Public Service Commission.

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1. "Public office holders" means all persons falling within the definition of public office holder under the Parliament of Canada Act, and includes Ministers, Ministers of State, Secretaries of State, Parliamentary Secretaries, their staff, ministerial advisors, and Governor-in-Council appointees (save for the exceptions enumerated in the Parliament of Canada Act, namely: lieutenant governors, officers and staff of the Senate, House of Commons and Library of Parliament, heads of mission under the Department of Foreign Affairs and International Trade Act, judges receiving salaries under the Judges Act, a military judge within the meaning of the National Defence Act, and officers of the RCMP other than the Commissioner).



Schedule 3

Acknowledgement and Undertaking

Directors are expected to, at all times, remain familiar and comply with the *Code of Conduct and Ethical Behaviour for the Board of Directors* (the “**Code**”). To this end, and to ensure they are regularly reminded of the importance of complying with the Standards of Conduct, all new Directors are required to sign this Acknowledgement and Undertaking and deliver it to the Authority’s Corporate Secretariat prior to serving on the Board.

The undersigned (“I”) acknowledge the following:

- I have read and understood the Code and am familiar with its contents as of the date of signature below. Where I have not understood any element of the Code, I have obtained clarification from CATSA’s Corporate Secretary.
- I undertake to comply with the provisions of the Code and to confirm in writing, at least annually during the term of my appointment, that I have read, understood and complied with the most recent version of the Code. I understand that any violation of the Code will be treated as a serious matter and may lead to a recommendation to the Minister for removal of Office.

Printed Name: _____

Signature: _____

Date: _____



Schedule 4

Confidential Report

Report of financial interests, Directorship activities and other interests or activities subject to disclosure in accordance with the *Code of Ethics and Conduct for the Board of Directors*.

Name (print):	Address:
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Note: if space below is insufficient, attach second page

In compliance with the *Code of Conduct and Ethical Behaviour for Directors*, I hereby disclose the following financial interests, Directorship activities and other interests and activities, which I fully understand may have to be divested, curtailed or modified if it is determined that such assets or activities give rise to any real, apparent or perceived conflict of interest in respect of the duties and responsibilities of the position occupied by me:

Description of financial interests:

Description of other Directorship Activities:

Description of other Interest or Activities:

Signature: _____

Date: _____

Privacy Statement

The information you provide on this confidential report is collected under the provisions of the Code for the purposes of ensuring compliance and maintaining information about real, apparent or potential Conflict of Interest situations for Directors. Personal information that you provide is protected under the provisions of the *Privacy Act*.



Schedule 5

Annual Statement of Compliance

Directors are expected to, at all times, remain familiar and comply with the *Code of Conduct and Ethical Behaviour for the Board of Directors* (the "Code"). To this end, and to ensure they are regularly reminded of the importance of complying with the Standards of Conduct, all Directors are required to sign this Annual Statement of Compliance and deliver it to the Authority's Corporate Secretariat, **on or before April 30th of each year.**

The undersigned ("I") acknowledge and confirm the following:

- I have recently read and understood the Code and am familiar with its contents as of the date of signature below. Where I have not understood any element of the Code, I have obtained clarification from the Corporate Secretary.
- I certify that I complied with the Code throughout the fiscal year ending on March 31, _____.
- I undertake to comply with the provisions of the Code and understand that any violation of the Code will be treated as a serious matter and may lead to a recommendation to the Minister for removal of Office.

Applicable for fiscal year ending on March 31, _____.

Printed Name: _____

Signature: _____

Date: _____