

Gallery 44 Centre for Contemporary Photography
Codes of Ethics and Conduct

| | |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Sponsor: | Board of Directors and Executive Director |
| Summary: | Describes the Gallery 44 code of ethics and code of conduct; defines conflicts of interest and suggests practices to support ethical behaviour consistent with Gallery 44's principle values. |

CONTENTS

| | |
|------------------------------------------------|---|
| SUMMARY | 2 |
| 1. INTRODUCTION | 3 |
| 2. SCOPE | 3 |
| 3. OUR COMMITMENTS | 3 |
| 4. CONDUCTING BUSINESS | 4 |
| 5. COMPLIANCE | 7 |
| 6. WHEN THE CODE DOES NOT HAVE THE ANSWER..... | 8 |
| 7. CONSEQUENCES FOR NON-COMPLIANCE | 8 |
| 8. ROLES AND RESPONSIBILITIES | 8 |
| 9. LINKED POLICIES AND BYLAWS | 9 |
| 10. POLICY APPROVAL | 9 |
| HISTORY | 9 |

SUMMARY

GALLERY 44 Code of Ethics and Conduct (“CEC”)

Demonstrate Artistic Leadership - support the social and cultural fabric of all artistic communities; develop strong, open and transparent partnerships with other artist-run centres; maintain artistic integrity by supporting diversity and freedom of expression; strive for continuous improvement in exhibition, publication, production, education and information resource centre facilities; work collaboratively and develop the talent and abilities of others

Act with Integrity – act professionally and ethically; avoid conflicts of interest; respect confidentiality; honour the letter and spirit of all applicable laws, organizational policies and procedures; and contractual obligations and commitments to members, art councils, funders and other stakeholders. [See *Conflict of Interest Policy* for greater detail.]

Provide Sustainable Stewardship of the Gallery’s assets and resources – make socially and environmentally responsible business decisions and take a long-term perspective that provides a balance with financial growth and artistic leadership and is aligned with the organization’s mandate and Strategic Plan.

Promote Equity and Respect Diversity – Ensure that decision-making, including employment and recruitment, exhibitions, and education programs, ensures equal opportunity and equitable representation; the diverse communities in which we operate are supported and have equitable access to all services and programs. [See *Equity Policy* for greater detail.]

Ensure a Safe, Healthy and Accessible Workplace - that is free from hazards and harassment; and enables dignity and independence. [See the *Accessibility Policy* and *Vulnerable Persons Policy* for greater detail.]

1. INTRODUCTION

Gallery 44 Centre for Contemporary Photography (Gallery 44) is a non-profit artist-run centre committed to photography as a multi-faceted and ever-changing art form. Founded in 1979 to establish a supportive environment for the development of photography. Gallery 44's mandate is to provide a context for reflection and dialogue on contemporary photography and its related practices.

To achieve its mandate, Gallery 44 strives to develop and support a vibrant, sustainable and diverse community through offering a wide range of artistic facilities. Meeting the commitments and objectives outlined in this Code are essential to the successful achievement of Gallery 44's mandate and Strategic Plan.

2. SCOPE

This Code applies to all members, officers, directors, employees, contractors, representatives and guests of/visitors to Gallery 44, as well as all activities and services provided by Gallery 44.

3. OUR COMMITMENTS

To achieve its mandate and strategy, Gallery 44 is committed to the following objectives to guide ethical and acceptable conduct: Demonstrate Artistic Leadership, Act with Integrity, Provide Sustainable Stewardship, Promote Equity and Respect Diversity and Ensure a Safe, Healthy and Accessible Workplace.

3.1 Demonstrate Artistic Leadership

- Support the social and cultural fabric of all artistic communities;
- Develop strong, open and transparent partnerships with other artist-run centres;
- Maintain artistic integrity by supporting diversity and freedom of expression;
- Strive for continuous improvement in exhibition, publication, production, education and information resource centre facilities; and
- Work collaboratively and develop the talent and abilities of others.

3.2 Act with Integrity

- Act professionally and ethically;
- Avoid conflicts of interest, including adherence to the letter and spirit of the Conflict of Interest Policy;
- Respect privacy, never disclose sensitive or confidential information inappropriately;
- Honour the letter and spirit of all applicable laws, organizational policies and procedures, contractual obligations and commitments to members, arts councils, funders and other stakeholders.

3.3 Provide Sustainable Stewardship

- Make socially and environmentally responsible business decisions regarding Gallery 44's assets and resources;
- Take a long-term perspective that provides a balance with financial growth and artistic leadership and is aligned with the organization's mandate and Strategic Plan.

3.4 Promote Equity and Respect Diversity

- Ensure that decision-making, including employment and recruitment, exhibitions, and education programs, ensures equal opportunity and equitable representation;
- The workforce and programming reflect and supports the diverse communities in which the Gallery 44 operates;
- Provide equitable access to all services and programs;
- Value individuality and diversity;
- Adhere to the letter and spirit of the Equity Policy.

3.5 Ensure a Safe, Healthy and Accessible Workplace

- Create and maintain a safe and healthy workplace;
- Treat others with respect, compassion and provide and support a workplace enables dignity and independence.
- Foster a welcoming, barrier-free environment, and build relationships with communities not traditionally involved with Gallery 44 through intentional outreach initiatives.
- Provide members with services and facilities that meet their needs and are economically accessible;
- Behaviour that demeans, threatens or humiliates a person or persons will not be tolerated;
- Abusive, threatening, intimidating or violent acts will not be tolerated;
- Adhere to the letter and spirit of the Accessibility Policy and Vulnerable Persons Policy.

4. CONDUCTING BUSINESS

For greater clarity the following provide specific direction to employees and anyone conducting business on behalf of Gallery 44 in meeting the Commitments and objectives of this Code.

4.1 Sensitive Information

Sensitive information includes information that is proprietary, technical, business, financial, or personal, requiring confidentiality. It is owned by, or has been entrusted to Gallery 44 and it must be kept confidential for the following reasons:

- To preserve Gallery 44's financial and operational interests;
- To comply with legal, regulatory, or contractual obligations;
- To safeguard assets;
- To preserve the individual privacy or safety of members and staff;
- To preserve the reputation of Gallery 44 by not disseminating gossip or hearsay that

may potentially damage our standing in the artistic community.

Do not disclose sensitive information, except as required by law, to anyone outside Gallery 44 including family and friends. This applies even after leaving Gallery 44's employment.

Protect sensitive information against theft, loss, destruction, unauthorized access, or misuse. Comply with any applicable regulations that govern the use of sensitive information.

Advise the Executive Director or Chairperson of the Board if you are aware of any attempt to obtain sensitive information by unauthorized means or misuse of such information.

Know what information must remain in confidence. Ask the Executive Director or Chairperson of the Board when you are in doubt.

4.2 Purchasing

Make purchasing decisions honestly and with integrity, using such decision criteria as competitive pricing, quality, quantity, delivery, service and benefit to our community.

Refuse to make purchasing decisions based on favoritism, prejudice, preferential treatment or personal gain. Disclose concerns and refuse involvement in any purchasing decision that could lead to a conflict of interest.

4.3 Suppliers

Treat suppliers courteously, fairly, and in a professional manner. Inform suppliers about the existence of the Code of Conduct and provide access to it.

Ensure that provisions for compliance to this document are built into contracts.

Notify the Executive Director or Chairperson of the Board if a supplier does not comply with the Code. Take appropriate action to ensure compliance to this document.

Take steps to end Gallery 44's relationship with a supplier if their level of compliance continues to be unsatisfactory.

4.4 Business Gifts and Hospitality

Consider whether you have a conflict of interest when accepting gifts and/or hospitality may compromise or appear to compromise the ability to make fair and objective decisions. Gifts and hospitality include such items as meals, beverages, and invitations to social or recreational outings, accommodation, and travel. Depending on the circumstances, gifts should be returned with thanks and clarification of our policy, or suitably distributed in the community.

On occasion, it may be acceptable to give or receive a business-related gift or hospitality when there is a business benefit to Gallery 44.

Employees must consult the Executive Director for advice on the appropriateness of

accepting or offering gifts and/or hospitality.

4.5 Outside Business Activities

Employees have the right to choose how to spend their non-working hours. You may choose to work part-time for another organization in addition to Gallery 44. The work must not conflict, appear to conflict, or potentially conflict, with your ability to perform your duties as a Gallery 44 employee.

Speak to the Executive Director if you are directly or indirectly involved in another business or employment, which may give rise to a conflict, an appearance of conflict or a potential conflict of interest with the interests of Gallery 44.

The following rules apply for staff members who perform work for another organization other than Gallery 44. They must never:

- Perform work for a supplier of Gallery 44 or sell products and/or services to Gallery 44;
- Perform work for another organization on Gallery 44's time;
- Use Gallery 44's supplies, facilities, tools, personnel, or intellectual property while working for the other organization;
- Promote the products or services for another organization during Gallery 44's working hours;
- Use discretion and restraint when contacting colleagues or customers from other organizations.

4.6 Relationships with Not-for-Profit and Professional Organizations

Many of us have an interest in contributing to our communities and to other not-for-profit artist-run organizations. However, this participation must not interfere with duties at Gallery 44. The Executive Director must approve any use of company time or assets to perform services for a community organization.

If a member acts as a spokesperson for an organization, it must be made clear that she/he is speaking for the organization or for her/himself, and not as a spokesperson or representative of Gallery 44.

4.7 Political Participation

As a private citizen, you may participate in all levels of political activity in non-working hours provided these activities do not interfere or conflict with your duties and obligations as a Gallery 44 employee. Your participation must be kept strictly separate from your association with Gallery 44. Prior to running as a candidate in a federal or provincial election, you must apply for a leave of absence without pay.

4.8 Proper Use of Assets

Protect the organization's assets, use them properly and use them only for Gallery 44 business. Protect the organization's assets from theft and destruction, for example, by vandalism or neglect.

Protect the organization's intellectual property (such as copyrighted information, trademarks and logos, patents and trade secrets) against loss or infringement and use it only for company business.

Do not misuse other organization's intellectual property entrusted to Gallery 44. Theft will not be tolerated.

The organization recognizes that, on occasion, there may be a need for employees to make personal use of company assets. For example, they may need to receive local personal phone calls, send a local fax or make a photocopy. This usage of business assets must be responsible, limited and approved.

4.9 Accounting, Finance, Business Expenses and Reporting

Use Gallery 44 funds only for lawful and proper purposes. Never establish undisclosed funds or accounts.

Handle all cash and bank account transactions in a manner that avoids any questions of bribery, kickbacks, other illegal or improper payments or any suspicion of impropriety whatsoever.

Exercise integrity, prudence, and judgment when incurring and approving business expenses. They must be reasonable and necessary for business or commercial reasons.

Ensure that all Gallery 44 documents accurately and clearly represent the relevant facts or true nature of a transaction. These documents include but are not limited to timesheets, sales reports, financial reports and expense reports.

5. COMPLIANCE

Gallery 44 is determined to be an ethical organization. Our ethical principles of integrity, excellence, and community support are essential elements of our success. All staff members must have access to this Code and it must be included in the orientation program for new employees. Staff is required to complete a statement on an annual basis that acknowledges that they have read and will comply with Gallery 44's Code of Ethics and Conduct.

Staff must declare to the Executive Director or the Chairperson of the Board any actual, perceived or potential conflict of interest. The Executive Director must ensure that the Chairperson of the Board is informed as to the action taken to address the issue. Employees who are aware of conduct by others that violates or appears to violate the Code are expected to report it to the Executive Director or to the Chairperson of the Board. There will be no reprisal against the staff member for making a report in good faith. Efforts will be made to keep confidential the identity of the staff member who disclosed the information.

The Executive Director must immediately report a violation or suspected violation to the Chairperson of the Board. In circumstances that require an immediate intervention such

as workplace violence, theft and other security-related matters, the police may be notified.

6. WHEN THE CODE DOES NOT HAVE THE ANSWER

There may be occasions when the Code does not have the answer to ethical questions or there may be a difficult judgment call to make with respect to the application of the Code. In these cases, consult with the Executive Director, who will either provide guidance or refer to the relevant GALLERY 44 policy or to the Chairperson of the Board.

7. CONSEQUENCES FOR NON-COMPLIANCE

Those who do not comply with the Code of Conduct will be subject to disciplinary procedures outlined in Gallery 44's human resources policy, membership policy and by-laws up to and including dismissal and/or legal action.

8. ROLES AND RESPONSIBILITIES

8.1 Board of Directors

The Board of Directors of Gallery 44 is responsible for:

- Reviewing and approving revisions to the Code on a regular basis to ensure that it continues to meet all best practice and support Gallery 44's mandate and Strategic Plan.
- Reviewing Code violations and providing advice and guidance with respect to the provisions of the Code.
- Ensuring that appropriate management action is taken to investigate and manage known or suspected violations according to Gallery 44 policies.
- Declaring all conflicts of interest

8.2 Executive Director

The Executive Director is accountable, on behalf of the President/Chair and Board of Directors for:

- Ensuring that the commitments and objectives of this Code are implemented within Gallery 44;
- Reporting Code violations to the Board;
- Following Toronto Arts Council policies on reporting violations of Gallery 44 policies;
- Declaring all conflicts of interest;
- Providing periodic independent assurance to the Board that the Code of Conduct is operating effectively.

8.3 Staff

Staff Members at Gallery 44 are accountable for:

- Understanding their responsibilities under the Code and for compliance with the Code.
- Carrying out their accountabilities ethically and with integrity.
- Seeking advice when uncertain about ethical decisions.
- Declaring all conflicts of interest, perceived conflicts of interest, and potential conflicts of interest, in writing, to the Executive Director as soon as they are known.

8.3 Members

Members of Gallery 44 are accountable for:

- Reading and understanding the Code at the time of joining GALLERY 44.
- Carrying out their accountabilities ethically and with integrity.
- Seeking advice when uncertain about ethical decisions.
- Declaring all conflicts of interest, perceived conflicts of interest, and potential conflicts of interest, to the Executive Director as soon as they are known.

9. LINKED POLICIES AND BYLAWS

Bylaw 5: Article ●
 Human Resources Policy: Section ●
 Board Conflicts of Interest Policy: Sections ●
 Equity Policy: Sections
 Membership Services Policy Sections ●

10. POLICY APPROVAL

This policy will be amended as required by the Board of Directors of Gallery 44 upon the recommendation of the Human Resources Committee of the Board. At a minimum, the Board will review the Policy every two years.

HISTORY

Effective Date: ●, 200●
 Approval Dates: ●,
 Next Scheduled Date for Review: ●, 2015