



# Code of Conduct

for all Directors, Members and  
Employees of Markham and East York  
Agricultural Society  
(Markham Fair)

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## Code of Conduct (the “Code”)

This Code of Conduct (the “Code”) establishes principles that all members of Markham are expected to honour in the performance of their work, whether they are directors, employees or members.

As members of Markham Fair, we want to do our work ethically and to the best of our abilities, in ways that serve our community, add value to our stakeholders, and preserve our reputation for trust.

This Code covers, in general terms, some of the various situations that we may encounter. While it is not possible to cover every situation that we may face, there are certain basic principles to which all of us should adhere.

## To whom does this Code apply?

Every director, employee and member, without regard to title or position, is required to understand and comply with the principles of this Code. The Code applies in all jurisdictions where the director, employee or member performs his/her duties on behalf of Markham Fair.

All directors, members and employees are required to read this Code and to acknowledge in writing each year that they have:

- read the Code;
- understand their obligations under the Code;
- complied with their obligations under the Code, including compliance with all applicable Markham Fair policies; and
- reported any actual or potential breach of the Code of which they are aware.

## Basic Principles

All directors, members and employees of Markham Fair are expected to behave in ways that are aligned with the organization’s mission, vision and values.

**Mission:** To grow Markham Fair, to maintain and enhance our property, and to honour our traditions for decades to come.

**Vision:** To be a vibrant community partner in the celebration and promotion of agriculture, rural living and sustainability.

### **Values statements**

Markham Fair has four operational values which guide all aspects of our organization. These four values are:

**Compassion:** We reach out to others and care for them.

**Integrity:** We are honest, trustworthy and accountable.

**Commitment:** We are committed to the pursuit of innovation and effectiveness.

**Co-operation:** We encourage and foster teamwork and partnerships.

In addition, in all dealings at or on behalf of Markham Fair, we are expected to:

- Conduct ourselves at all times with honesty and integrity;
- Perform required duties to the best of our ability;
- Treat everyone with whom we have dealings in the course of performing our duties, including other directors, members and employees, with respect, dignity, honesty, fairness and courtesy;

- Avoid acting in any discriminatory, harassing or violent way towards anyone.
- Avoid putting ourselves or Markham Fair in a real or perceived conflict of interest;
- Follow all applicable laws regardless of where Markham Fair conducts its operations;
- Comply with all applicable Markham Fair policies and procedures;
- Keep all Markham Fair transactions, communications, and information accurate, up to date, secure and confidential;
- Fully cooperate in any investigation into a breach of this Code.

We must act, and must be seen to act, in accordance with these principles at all times. Members, customers, clients, suppliers, vendors, communities, regulatory authorities, directors, members and employees and other stakeholders are depending on us.

These principles are intended to:

- Maintain and reinforce Markham Fair’s reputation for integrity;
- Establish the minimum standard of conduct by which we must all abide;
- Protect the interests of Markham Fair; and
- Ensure that Markham Fair, through its directors, members and employees , complies with all legal obligations.

Each of us has the responsibility to ensure that we understand and follow these principles. In addition, those of us who oversee the work of others are responsible to reinforce and monitor such adherence as necessary.

When in doubt as to what to do in a particular situation, we must exercise proper judgment by seeking additional information and guidance before acting. Such additional information/guidance includes referring to specific Markham Fair policies and procedures and discussing the matter with the General Manager and/or Executive Committee.

## Following Markham Fair Policies

In addition to the principles outlined in this code, Markham Fair directors are bound by the CONSTITUTION & BY-LAWS MARKHAM & EAST YORK AGRICULTURAL SOCIETY. In the event of a conflict between the provisions of this Code of Conduct and the constitution, the latter shall take precedence.

Some directors, members and employees may also be bound by supplementary codes of conduct or regulatory or other professional standards and guidelines. In addition, there are specific business-related policies, procedures, and guidelines that must be followed.

Directors, members and employees must ensure that they also understand and follow these additional requirements as they may be amended from time to time. When in doubt, speak to your Executive members.

## Violation of the Code

Any violation of this Code is viewed as a serious matter regardless of whether or not the actions in question were taken for the sake of convenience, or whether or not there is any actual loss or benefit to Markham Fair and/or others.

Violations will result in an investigation and, if appropriate, disciplinary action. Depending on the significance of the violation, disciplinary action could include termination, without notice or payment in lieu of such notice. Violations may also result in civil and/or criminal proceedings being initiated.

## Obligation to Report Known or Suspected Violations of the Code

All directors, members and employees of Markham Fair must ensure that they meet the highest standards of ethical conduct.

A director, employee or member who becomes aware of a violation of the Code is required to report the matter to the General Manager/Exec Committee or, if one feels more comfortable in doing so, by contacting [codeofconduct@markhamfair.ca](mailto:codeofconduct@markhamfair.ca) so the matter can be properly investigated. In appropriate circumstances, and director, employee and member who knowingly fails to report a known or suspected violation of the Code may be subject to disciplinary action.

Under no circumstances will any director, employee or member be disciplined for reporting in good faith a known or suspected violation of the Code. Any director, employee or member who attempts to retaliate against another director, employee or member for reporting in good faith any violation will be subject to disciplinary action, up to and including termination of employment for cause.

All directors, members, and employees are expected to cooperate in any investigation of a suspected breach of the Code. This includes providing such information as may be relevant to the issue at hand, and answering questions fully and truthfully.

## Fraud or Dishonesty

We must not engage in any unethical or improper practices.

- We do not engage in bribery of any kind.
- We do not disburse Markham Fair funds or other property without supporting documents.
- We do not take any action which involves illegal, unethical or otherwise improper payment of money or anything else of value.
- We do not misstate inventory or financial records.
- We do not falsify any document or record (including timekeeping for another person).
- We do not destroy or take for personal use records, furniture, fixtures or equipment without prior written authority.
- We do not misuse or disclose client or customer, directors, employee or member information for personal gain, or otherwise contravene privacy legislation.
- We follow all policies when processing transactions and never process our own transactions.
- We clarify with our supervisors any situation where the appropriate conduct is unclear.

## Behaviour in the Workplace

We are expected to conduct ourselves in a professional, ethical and businesslike manner with other directors, members and employees, and with any other individuals with whom we have contact on behalf of Markham Fair.

Markham Fair is committed to ensuring a productive work environment where the dignity and worth of all directors, members and employees and others with whom we have contact is respected. We are required to conduct ourselves with respect and dignity in all dealings on behalf of Markham Fair.

Markham Fair will not tolerate inappropriate behaviour, discrimination, harassment or violence committed by or against any director, employee or member while engaged in work on behalf of Markham Fair.

*For more information, please refer to the – Respect In The Workplace.  
find link to [www.gov.on.ca/respect-in-the-workplace](http://www.gov.on.ca/respect-in-the-workplace)*

## Discrimination and Harassment

Prohibited grounds of discrimination include race, colour, gender, disability, ethnic or national origin, age, religion, creed, marital or family status, sexual orientation, or any other grounds covered by human rights legislation within Canada.

Harassing or discriminating conduct directed at any director, employee or member, or any other person, with whom we have dealings on behalf of Markham Fair, is unacceptable. This includes hiring, training, scheduling, advancement, compensation, benefits, discipline and termination practices.

Harassment, including sexual harassment, is a form of discrimination. It can involve, but is not limited to, unwelcome and offensive comments, persistent pursuit of unwanted relationships, conduct, gestures or any other contact likely to cause offence or humiliation or that might reasonably be perceived to place a condition of a discriminatory nature on employment, training, promotion or the provision of services, and that is related to a prohibited ground of discrimination. Harassment or discrimination may also involve violence.

*For more information, please refer to the – Respect In The Workplace.  
find link to [www.gov.on.ca/respect-in-the-workplace](http://www.gov.on.ca/respect-in-the-workplace)*

## Violence

Workplace violence is any direct or implied threat, intentional act or other conduct that would arouse a reasonable fear for personal safety, or the safety of friends, family, directors, members and employees, customers, clients, suppliers, or any others doing business with or for Markham Fair. This includes, but is not limited to, actions, words, communications or gestures, persistent pursuit of unwanted relationships, possession of weapons or any other conduct that could reasonably arouse fear.

The carrying or use of any kind of weapon on Markham Fair property is strictly forbidden.

## Alcohol and Drug Abuse

Performing your duties or when dealing with the public, members, customers, clients, suppliers or vendors **while visibly intoxicated** is not acceptable.

Directors, employees and members are expected to perform responsibly and safely, and to serve our community with pride.

## Improper use of Information Technology, including Internet and Email

All directors, members and employees to whom Markham Fair provides access to information technology facilities (including but not limited to computers, mobile digital devices and cell phones), regardless of where that access is from, whether home, a Markham Fair location, or a third-party location, are expected to use them in a professional and appropriate manner, in accordance with the Fair's policies.

Under no circumstances may directors, employees or members use Markham Fair information technology facilities in any manner that is illegal, offensive, discriminatory, harassing, or abusive, or in any other way that results in a breach of this Code or Markham Fair's obligations under the law with respect to privacy and personal information.

It is not acceptable to download or send inappropriate, unprofessional, harassing, discriminatory, pornographic or other unauthorized programs and materials using Markham Fair information technology facilities.

Posting Markham Fair information (e.g., work schedules, financial information, reports, correspondence, etc.) to any collaborative media, such as blogs, chat rooms, etc., or in any other public forum without proper authorization is prohibited.

Under no circumstances should customer/client credit card information be sent in any email unless that email is properly encrypted and sent only to recipients authorized to have access to the credit card information.

Although all Markham Fair information technology facilities remain Markham Fair property, incidental or reasonable personal use is acceptable. However, Markham Fair reserves the right to access and monitor any stored data (including any hard drive or portable media), both internal and external email and internet use, including stored messages and site visit history, and where necessary, to restrict such use.

## Health and Safety

Markham Fair is committed to providing a safe and healthy environment for our directors, members and employees and all others who come within its sphere of influence. We are all responsible for taking all reasonable steps to prevent injuries, damage and losses due to accident, fire, theft and environmental hazards.

Every director, employee and member is expected to act in an appropriate and safe manner to prevent injury and property damage. This includes using the equipment and resources provided for performing job tasks appropriately, safely, and in accordance with the training provided, and notifying the Safety Committee/Chairperson/General Manager of any actual or potential health and safety issues so they can be promptly rectified.

For more information, please refer to <https://www.ontario.ca/document/guide-occupational-health-and-safety-act>

## Conflicts of Interest

When engaged in Markham Fair operations, directors, members and employees are required to act in Markham Fair's best interest. This means at all times fully and objectively performing our duties and obligations without allowing our personal interests to impair our acting in the best interests of Markham Fair. In all cases of real or perceived conflict of interest, we must disclose the conflict or perceived conflict, which will be reviewed by the Board of Directors who will render a decision on how the conflict or perceived conflict will be addressed.

Directors, members and employees must avoid becoming involved in situations of real or perceived conflicts of interest in which we might use, or be perceived to have used, our position with Markham Fair to benefit personally or to benefit someone else at Markham Fair's expense.

We must also avoid any situations where we might allow or appear to allow our personal interests to impede our ability to make objective decisions in the best interests of Markham Fair.

In deciding whether any proposed action or decision could be perceived as a real or apparent conflict of interest, we should consider the following:

- Is it clearly related to conducting legitimate business of the organization?
- Is it reasonable in the circumstances?
- Could it lead me to feel pressured to reciprocate or grant special favours in return?
- Am I comfortable openly discussing it with other suppliers, my chairperson/supervisor, peers, family or the media?

We should never allow any association with family or friends to influence our decisions made in the course of the roles we perform on behalf of Markham Fair. These decisions must always be made strictly in the best interests of Markham Fair. Any transactions on behalf of Markham Fair involving third parties (entities or individuals, including family or friends) with whom we have a relationship outside of the sphere of Markham Fair must be declared.

Under no circumstances may a director, employee or member process his or her own sales transaction, or authorize any expenditure for his or her own benefit, or for any other person with whom the director, employee and member has a non-arm's length relationship. Any such transactions must be authorized in writing by that individual's chairperson/supervisor, regardless of the level of the director, employee or member.

## Gifts

During the course of performing our roles, we may develop relationships with donors, suppliers (both current and prospective), advisory board members, and others in which a gift, monetary or otherwise is offered.

Great care must be taken to ensure that such gifts do not influence the business relationship between Markham Fair and the individual or organization concerned.

We must not accept personal gifts, monetary or otherwise, that have a retail value of more than \$100 and which are offered by a donor, supplier, prospective supplier, advisory board member or other individual or organization because of their relationship with Markham Fair.

Any gifts which do not meet the above criteria are considered inappropriate and should be politely declined and returned to the supplier with a note explaining Markham Fair guidelines on accepting gifts and entertainment.

## Outside Employment or other Business Interests

Directors and full-time employees shall not work for any of our competitors, vendors, or other companies doing business with Markham Fair without declaring a conflict of interest and abstaining from a vote.

Directors, members and employees may not use Markham Fair facilities or equipment to carry on any form of business not directly related to, and authorized by, Markham Fair.

## Former Directors, members and employees

Former directors, members and employees working with suppliers, consultants, or other firms doing business with Markham Fair must not receive any special consideration from Markham Fair. Any business dealings with former directors, members and employees and their firms must be conducted on an impartial "arm's length" basis, just as with any other Markham Fair supplier, consultant or business partner.

## Political Contributions and Activities

Directors, members and employees may not give Markham Fair funds, property or services, directly or indirectly, to any candidate, political organization or political party. We are, however, allowed to be involved in the political process on our own time, using our own means, so long as it does not conflict with our duty to Markham Fair.

## Honesty and Integrity

It is vital that we be truthful in all our business dealings with each other and with third parties. At no time should misleading information be provided to anyone, either verbally or in writing. We must always act in good faith.

## Misuse of Position

Directors, members and employees must not misuse their position with Markham Fair for their own or another person's benefit.

## Claiming Improper Expenses

Claims for travel must be fair and related only to legitimate Markham Fair business, and submitted in accordance with Markham Fair policy.

Credit cards issued for travel and directors and employee expenses must not be used for personal expenses, regardless of any intention to repay those expenses.

*For more information, please refer to Travel Expense Policy.*

## Misuse of Benefits

Misusing Markham Fair benefits is similar to defrauding Markham Fair. Benefits may include, tickets and passes, invitations to the banquet, hospitality and more. Directors, members and employees must not apply for benefits to which they are not entitled.

## Privacy and Protection of Personal Information

Personal information is any information that could identify a specific individual. This includes, but is not limited to, social insurance number, date of birth, credit card information, financial data, purchase history, telephone number, and home address.

Personal information may only be collected, used or disclosed with the appropriate prior consent of the individual to whom the personal information pertains, in accordance with Markham Fair privacy policies and the law (PEPEIDA Act).

All directors, members and employees must properly protect the privacy of all personal information, and must not disclose any personal information to anyone without the prior approval of the person about whom the information is being disclosed.

Under no circumstances is personal information to be left unattended or subject to unauthorized access by leaving such information on counters, desks or shared drives. Filing cabinets and desks containing such information must be properly secured.

For more information, please refer the Privacy Policy <https://www.markhamfair.ca/about/privacy>

### **Customer/Client Credit Card information**

Customer/client credit information is the property of the customer/client. There are minimum safeguards and standards that all Markham Fair directors, members and employees who are involved in the storage, processing or transmission of cardholder data must inform themselves of, and with which they must comply.

Unencrypted credit card data or other customer/client financial information is not to be stored on any group drive, laptop, memory stick, USB key, smart phone or other portable device.

Electronic transmission of such information is to be avoided where possible. Where it cannot be avoided, then such information must be properly encrypted before such transmission.

Any data that is redundant or no longer required must be properly destroyed in a secure manner.

### **Markham Fair Assets**

We are responsible for safeguarding and preserving the assets of Markham Fair. We cannot convert any asset to our own personal use or the use of any other person except as expressly permitted by Markham Fair.

All Markham Fair assets in our possession, whether or not on Markham Fair property, must be maintained in good working order and safeguarded from theft or loss. Upon termination of our relationship with Markham Fair, these assets must be returned.

### **Markham Fair Records**

Directors, members and employees who are responsible for creating or maintaining records are also responsible for the integrity and confidentiality of those records.

We must not make any false or misleading entries in any of our systems or records. All Markham Fair financial reports, computer-based records, sales reports, expense accounts, time records and other documents must be completed accurately, completely and in accordance with Markham Fair procedures and any legal requirements governing the maintenance of records.

All Markham Fair records, including paper records, tapes, CDs, DVDs and removable storage media must be stored and disposed of in a secure manner.

## Security Guidelines and Procedures

We must comply with Markham Fair’s security guidelines, procedures and computer security systems. This includes the requirement to safeguard all combinations, passwords, access badges, and keys entrusted to us.

For more information, please refer to <https://www.markhamfair.ca/about/security-guidelines>

## Markham Fair Property

We all have a responsibility to safeguard all Markham Fair property, including merchandise, cash, supplies, facilities, and computer resources. Markham Fair property must only be used for legitimate and authorized business reasons.

If we see or suspect that another director, employee or member is stealing, misappropriating or otherwise not properly protecting Markham Fair property, we must immediately report the matter.

A confidential e-mail address is available for reporting: [codeofconduct@markhamfair.ca](mailto:codeofconduct@markhamfair.ca)

## Confidentiality

Any information relating to Markham Fair policies, processes, structures or operations acquired in the course of, or as a result of, our service with Markham Fair is confidential. Such information is confidential, and may not be disclosed to any other person or organization without prior written authorization. Confidential information or material includes, but is not limited to, financial information, plans, strategies, Markham Fair information, and any other information deemed “confidential”, unless such information is available to the general public or in the public domain.

## Signing Authority

All contractual obligations and commitments must be authorized in advance and executed on behalf of Markham Fair and its subsidiaries in accordance with Markham Fair policies (Board Motion). Contracts include all agreements, obligations, commitments (indemnities and guarantees), letters of agreement, letters of intent, letters of understanding, letters of comfort, purchase orders, work orders, including amendments to such contracts, which are entered into by Markham Fair.

All contracts must be properly executed, signed and dated by authorized Markham Fair personnel, within board approved limits and with appropriate prior management approval.

## Legal Compliance

Violation of any law or regulatory requirement will adversely affect Markham Fair’s reputation and ability to carry on business. As a result, we must ensure that all our dealings and actions on behalf of Markham Fair comply with all applicable laws. Directors, members and employees must not engage, or assist, in criminal activity of any kind.

## Competition Act/Consumer Protection Laws

Our merchandising and marketing practices – buying/procurement, selling, advertising – must conform to Markham Fair standards and be in compliance with all laws applying to the marketplace and the consumer.

Directors, members and employees must not engage in deceptive marketing practices or conduct that will reduce competition (e.g., price fixing, bid rigging) in contravention of consumer protection laws of the *Competition Act*. Marketplace and consumer protection laws must be followed and respected.

## Advertising and Pricing

Each and every director, employee and member who has influence or responsibility for procurement, pricing, marketing, advertising, or any function in which Markham Fair products, services and prices are represented to the public, has an obligation to read, understand, and ensure compliance with Markham Fair advertising and pricing policies.

## Buying Practices

Directors, members and employees who make buying decisions must be well-informed about the suppliers they select and must always consider their financial condition, trade reputation and reliability. We will only deal with suppliers who share our commitment to the highest ethical standards and who have proven records of supplying safe, quality products or services that comply with the law. When purchasing goods, whether produced domestically or outside of Canada, the production facilities, business and labour practices, and merchandise of our suppliers must comply with all applicable local, provincial, territorial and federal laws.

## Product Safety

We are committed to selling quality products that are safe for their intended uses, conform to all laws, and meet relevant industry safety standards. When we learn of a potential product safety problem, we co-operate with manufacturers and government bodies to take appropriate action. Throughout the process, our principal goal is to ensure that consumers are adequately protected. Any director, employee or member who becomes aware of a safety issue or any nonconformance must advise his/her executive director, Committee Chair or General Manager.

## Copyright Laws

Directors, members and employees must abide by all copyright laws. We never make unauthorized copies of material from copyrighted sheet music, books, magazines, video tapes, newspapers, drawings, photographs, web pages or computer programs.

## Promotional Contests

Every promotional contest conducted or authorized by Markham Fair must comply with all applicable federal, provincial and territorial legislation (including the *Competition Act* and the *Criminal Code of Canada*). All promotional contests, whether national or local in scope, must be approved by the Board of Directors.

## Appendix

### Guidelines for Addressing Questions, Concerns and Complaints

Markham Fair Code of Conduct (the “Code”) is a guideline to assist directors, members and employees in deciding whether or not a particular course of action is appropriate in given circumstances. The Code covers in general terms, certain basic principles to which every director, employee and member should adhere. It is designed to address many of the situations that directors, members and employees may encounter, but it is not possible to cover every situation that directors, members and employees will face.

From time to time, you may have questions about how to conduct yourself or may observe inappropriate conduct or breaches of the Code or relevant policies on the part of others that must be reported so that these issues can be properly addressed.

The appropriate resource or resources to which any questions or concerns should be directed may depend upon the issue at hand. ***To assist you in determining where to direct your inquiries, you should first refer to the relevant Markham Fair policy and your Executive Committee.***

Or, you may write to: [codeofconduct@markhamfair.ca](mailto:codeofconduct@markhamfair.ca)

Code of conduct violations will be received by the GM and if required reviewed by the Exec, and/or responded to by the HR Advisory Committee and/or a third party HR Specialist on a case by case basis as need.