ICMCI CODE OF CONDUCT

JANUARY 2021

The INTERNATIONAL COUNCIL OF MANAGEMENT CONSULTING INSTITUTES

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PREAMBLE

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This Code of Conduct (Code) applies to Volunteers, Board Directors, Delegates, and Staff members of ICMCI. It reflects a commitment to ICMCI's values of accountability, integrity and respect and provides a framework to guide ethical and acceptable conduct in a way that upholds those values and ensures the high ethical and conduct expectations of the profession and its members is preserved.

As this Code does not cover every specific scenario, those to whom it applies are expected to adhere to the spirit and intent underlying this Code to guide their conduct, decision-making and all other matters in the course of their work with ICMCI.

This Code is not intended to conflict with other codes of conduct. If a Person is subject to more than one code of conduct, the Person must consider the expectations in all.

DEFINITIONS

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"**Affiliation**" includes being a member, employee, volunteer, owner, shareholder, creditor, director, appointee, or delegate of an Entity or having any type of legal or equitable interest in an Entity.

"**Business Interests**" include any interests arising as a result of a current, former, or prospective Affiliation with any for profit, not-for-profit, or charitable Entity.

"**Closely Associated Persons**" are persons with whom there is a substantial relationship and include a spouse, adult interdependent partner, child or other relative, a close friend, an employer, a business associate, and a client.

"**Code**" means this Code of Conduct.

"**Confidential Information**" is information received during the course of a person's duties which is identified as confidential or which would reasonably be considered to be confidential.

"**Conflict of Interest**" includes a person, without limitation, using the office, position or power, or actions or decisions that the person makes on behalf of ICMCI that provide, appear to provide, or have the potential to provide them with an opportunity to further the Private Interests of themselves or Closely Associated Persons.

"**Entity**" includes a corporation, partnership, sole proprietorship, firm, franchise, association, organization, holding company, joint venture, trust, society, postsecondary institute and research institute.

"**Person**" means a person who works with or on the behalf of ICMCI as a Board Director, Staff Member, Delegate, or Volunteer.

"**Private Interest**" includes a personal obligation, financial interest, Business Interest or an interest of a Closely Associated Person.

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> ***"Person"*** *means a person who works with or on the behalf of ICMCI as a Board Director, Staff Member, Delegate, or Volunteer*

CODE ADMINISTRATION

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3.1 The Chair of the Nominations and Success Planning Committee (NSPC) is the Code Administrator for other Persons. In the event the Chair is unable to administer the Code for whatever reason including inability to be impartial, the Vice Chair of the NSPC or a designate to be approved by a simple majority of the NSPC shall administer the Code.

3.2 The role of the Code Administrator includes ensuring awareness and effective implementation of the Code.

3.3 Even though ICMCI may have a delegated process for responding to and managing concerns, the Code Administrator is responsible for ensuring procedural fairness regarding such processes.

3.4 If Persons have any questions about the Code or are not sure how to apply responsibilities under the Code, they should consult the Code Administrator.

3.5 All Persons to whom the Code applies shall review the Code on a service term basis and provide written confirmation that they understand, are committed to, and will comply with the Code.

RESPONSIBILITIES UNDER THE CODE

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All Persons to whom this Code applies shall:

4.1 Act with impartiality and integrity.

4.2 Act in a respectful, transparent and accountable manner.

4.3 Be responsible stewards of ICMCI resources.

4.4 Act in good faith.

4.5 Exercise diligence in their activities with and on-behalf of ICMCI.

All Persons to whom this Code applies should adhere to the following general behavioural expectations:

4.6 Must not engage in any criminal activity and must comply with all laws, regulations, policies and procedures applicable to the work of ICMCI. Should a Person be charged with an offence which would bring potential disrepute to ICMCI, the Person shall immediately report such charges to the Code Administrator.

In the event the Code Administrator receives such a report, the Code Administrator shall forthwith determine if the Person has seriously compromised the Person's ability to continue to perform their responsibilities with ICMCI.

4.7 Must not engage in behaviours or activities that may negatively impact the reputation of ICMCI.

4.8 Will conduct themselves in a manner that contributes to a safe and healthy working environment that is free from discrimination, harassment, physical or sexual abuse, or violence.

RESPONSIBILITIES UNDER THE CODE

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4.9 Behave in a way that is fair, reasonable and ethical.

4.10 Where applicable, will assist their committee or Board of Directors with achieving quorum by being as accommodating and flexible as possible with their schedules. This includes being responsive in a timely fashion to all correspondence on ICMCI matters.

4.11 Will devote sufficient time and attention to detail in their reviewing of meeting packages and supporting material prior to attending a Board meeting or meeting of a committee. This will ensure that the Person is prepared to participate in informed, fair and balanced decision making.

4.12 Will encourage colleagues to act in accordance with this Code.

4.13 The Code Administrator must not take part in a decision in the course of carrying out their duties or powers knowing that the decision might further a private interest of the Administrator, a person directly associated with the Administrator, or an Entity to which the Administrator has a Business Interest.

4.14 The Administrator must administer their powers and responsibilities under the Code in a manner that is impartial, fair, and equitable.

4.15 The Administrator must appropriately and adequately disclose a real or apparent conflict of interest to the Board of Directors with reasonable immediacy.

RESPONSIBILITIES UNDER THE CODE

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Privacy and Confidential Information:

4.16 Persons must respect and protect Confidential Information, using it only for the work of ICMCI and not use it to further a Private Interest.

4.17 During the course of a Person's work on behalf of ICMCI and after they cease participation in ICMCI activities, confidential information must remain confidential and not be disclosed except where required by law.

Use of Property - Gifts

4.18 Persons must not accept fees, gifts or other benefits that are connected directly or indirectly with the performance of their ICMCI duties from any individual or Entity, other than:

a. The normal and reasonable exchange of hospitality between persons engaging in a professional exchange;

b. Tokens exchanged as part of protocol; or

c. The normal presentation of gifts to persons participating in ICMCI functions.

RESPONSIBILITIES UNDER THE CODE

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Conflicts of Interest:

4.19 Persons must be aware of and avoid real and apparent Conflicts of Interest. In the event of a Conflict of Interest, or a suspected Conflict of Interest, it must be declared to the Administrator. Examples of Conflicts of Interest include:

a. **Business Interests and Financial Interests:** Persons holding Business Interests or financial interests directly, or indirectly through a Closely Associated Person, that could benefit from or influence the work of ICMCI.

b. **Employment/Appointment:** Appointments or employment that affects their performance or impartiality in their work with ICMCI. Persons considering a new offer of appointment or employment must be aware of and manage any perceived or real potential Conflicts of Interest between their current position and their future circumstance. Persons must remove themselves from any ICMCI decisions affecting their potential new appointment or employment. Prior to taking such employment, Persons are required to notify the Code Administrator in writing about the nature of such employment and the reason for the potential conflict.

c. **Volunteer Activity:** If Persons are involved in volunteer work outside of ICMCI, the activity must not influence or conflict with the work of ICMCI. If Persons are involved in volunteer work where a perceived or real Conflict of Interest may arise, they must notify the Code Administrator in writing upon becoming aware of such perceived or real conflict.

Notwithstanding 4.19, persons may be engaged in the commercial arrangement to provide expertise, products and services to ICMCI consistent with ICMCI procurement practices that may be applicable at the time assuming full transparency and appropriate declarations of interest.

RESPONSIBILITIES UNDER THE CODE

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Privacy and Confidential Information:

4.20 Persons have a continuing obligation to promptly and fully disclose real and apparent Conflicts of Interest in writing to the Code Administrator. A disclosure alone does not remove a Conflict of Interest.

4.21 When there is a change in the Person's accountabilities within ICMCI or in their personal circumstances, any relevant information about any real or apparent Conflict of Interest shall be disclosed in writing to the Code Administrator within 30 days.

4.22 The Code Administrator will endeavour to address and manage real and apparent Conflicts of Interest. If there is any question as to whether an activity, interest, job or appointment creates a real or apparent conflict, the Code Administrator will investigate and report to the Person in writing. If the report finds there is a real or perceived conflict, the Code Administrator's report will include steps the Person must take to manage the conflict. If a conflict cannot be avoided, the conflict must be managed by the Person, under the direction of and / or in cooperation with the Code Administrator including, but not limited to:

- **a.** The person declaring the Conflict of Interest, and removing themselves from any discussion or decision-making involving the Conflict,
- **b.** The Person removing themselves from the ICMCI position causing the conflict, or
- **c.** The Person giving up the interest or position causing the conflict.

4.23 Persons are prohibited from acting in self-interest or furthering private interests by virtue of their position or through carrying out their duties on behalf of ICMCI.

DISCLOSURE, BREACH, DISCIPLINE, AND REVIEW

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5.1 Persons have a continuing obligation to promptly and fully disclose real and apparent Conflicts of Interest in writing to the Code Administrator. A disclosure alone does not remove a Conflict of Interest.

5.2 When reporting a potential breach of another Person in good faith and with reasonable grounds, the reporting Person will be protected from reprisal for such reporting.

5.3 The identity of the Person reporting a breach or potential breach will not be disclosed by the Code Administrator unless such disclosure is necessary to administer the Code fairly, impartially, and equitably.

5.4 Once an actual or potential breach of the Code has been reported, ICMCI's procedures for responding to and managing such breaches will be promptly initiated.

5.5 The Code Administrator reviews the circumstances and details of the actual or potential breach and ensures the confidentiality of all disclosures.

5.6 Subject to section 5.3, if a reported breach or potential breach relates to a Person other than the Person reporting it, the Person in question has the right to be made aware of the allegation and will be given the opportunity to respond to the allegation.

5.7 The Code Administrator makes a decision, completes a written report in a timely manner, and provides the report to the Board Secretary for inclusion in ICMCI records.

5.8 Breaches of this Code may result in disciplinary action managed by the Code Administrator according to the applied practices, up to and including removal of the Person from ICMCI bodies. The Person's Certifying Institute may also be informed by the Board of Directors through applicable mechanisms.

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APPENDIX A: GUIDANCE QUESTIONS

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When Persons are faced with a difficult situation, the following questions may help them decide the right course of action:

- Have I reflected on or consulted with the Code Administrator about whether I am compromising my responsibilities under the Code?
- Have I considered the issue from a legal perspective?
- Have I investigated whether my behaviour aligns with a policy or procedure of ICMCI?
- Could my private interests or relationships be viewed as impairing my objectivity?
- Could my decision or action be viewed as resulting in personal gain, financial or otherwise?
- Could my decision or action be viewed as furthering the private interests of someone with whom I have a significant personal or business relationship?
- Could my decisions or actions be perceived as granting or receiving preferential treatment?

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