

Ethics Policy

1. Application

This policy applies to all directors, officers, committee members, employees or contractors of Net Zero Atlantic (also referred to herein as “the Association”).

2. Guiding Principles

Net Zero Atlantic wishes to fulfill its mission with integrity and to the high ethical standard defined in this policy. The integrity of the organization’s decision-making could be compromised by a real, potential or perceived conflict of interest on the part of any of its directors, officers, committee members, employees or contractors. Trust and confidence in the board of directors and the organization can only be sustained if conflicts of interest are identified, disclosed and resolved in an appropriate manner. Conflicts of interest that arise between an individual and Net Zero Atlantic shall be resolved in accordance with this policy.

It is clearly understood that there is an inherent community of interest in research and that the members of the Association have an interest collectively as well as individually in the granting of research funds and project funds in meeting the aims of the Association.

3. Applicable Laws and Acts

The Association is required to comply with the requirements of the *Canada Corporations Act*, R.S.C. 1970, c. C 32 as from time to time amended (“the Act”) with respect to conflict of interest. The relevant excerpts of the Act are found in Appendix A. Section 35 of the Association by-laws states:

Each director and officer shall declare in writing to the corporation, their interest in any contract or transaction or proposed contract or transaction with the corporation. **In the case of a director, the required declaration shall be made at the time and in the manner required by the Act.** Except as permitted by the *Act*, the director shall not be entitled to vote in respect of any contract or transaction or proposed contract or transaction in which they are so interested and if they do so vote, their vote shall not be counted. **A conflict of interest shall not be assumed simply because a director is an employee of an organization for which the Research Advisory Committee is recommending be granted funds for research work.** (Emphasis added.)

The intent of this policy is to establish ethical standards that are consistent with the Act and the by-laws and statutes, as well as certain additional standards and guidelines with respect to ethical decisions made.

4. Definitions

A conflict of interest is:

- any situation in which an individual’s private or personal interests may be incompatible, or may be reasonably perceived to influence, the exercise of their duties and responsibilities as a director, officer, committee member or employee of the Association.

- any situation where the involvement of an individual in another organization may be incompatible with, or may be reasonably perceived to influence, the exercise of their duties and responsibilities as a director, officer, committee member or employee of the Association.

A conflict of interest can be:

- of a **monetary or economic** nature (gain or avoidance of loss), or
- **non-economic interests or benefits** that may serve political, corporate or institutional interests of an individual or another organization in which the individual has an interest

A conflict of interest can also be:

- **direct** – where an individual benefits directly (whether financially or otherwise), or
- **indirect** – where an individual derives an indirect benefit through family relationships

Finally, this policy includes a conflict of interest that is:

- **real** - an interest that is incompatible with their duties and responsibilities
- **potential** - an interest that could give rise to a real conflict depending upon how the situation unfolds (e.g. an organization issues an RFP for professional services; if a director is a partner in a firm that is considering responding, they have a potential conflict; if the firm does not respond, there is no conflict), or
- **perceived** - an interest that may be reasonably perceived to influence their duties and responsibilities.

A conflict of interest does not exist where:

- the interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the individual, or where a pecuniary interest is in common with a broad group of which the director is a member

Granting Process and Structure

1. Role of the Board of Directors

The board of directors, through workshops or conferences and consultation with appropriate experts, will:

- establish the strategic directions and priorities for research activities to be funded by the Association and
- communicate these plans and priorities to the research community and the Research Advisory Committee.

The board of directors will:

- receive recommendations in relation to the scientific merit and fit of the Research Proposals with these priorities from the Research Advisory Committee and
- approve such recommendations or reject them in whole or return the matter for further consideration and recommendation of the Research Advisory Committee.

2. Confidentiality

The Association is committed to the principles of openness and transparency in its governance and will adhere to the standards established under applicable privacy legislation.

The Association's process for divulging information will take into account the integrity of the grant review process and the personal, private or confidential commercial information contained in applications for funding. Therefore, all information contained in applications, reviews and committee discussions is strictly confidential. Applications and all related information supplied by an applicant are deemed to be the personal, private or confidential commercial information of the applicant.

Premature disclosure of decisions is inappropriate and potentially damaging to the decision-making process, and as such the Association's directors, officers, employees, committee members, volunteers or contractors are prohibited from:

1. providing information before, during and after the review regarding their deliberations or recommendations to anyone outside the review process, and
2. discussing with applicants any information relating to the review of a specific application or offer opinions on the chances of success or failure.

Once a research contract has been awarded by the Association, the terms of said research contract will be publicly available and will be posted on the Association's website.

With respect to other information, the Province's Freedom of Information and Protection of Privacy Act will be used as guidance when making decisions on whether to release the information.