



Canadian Urban Transit Research and Innovation Consortium

Code of Conduct

PREAMBLE

The Canadian Urban Transit Research & Innovation Consortium (“CUTRIC”) is a not-for-profit organization dedicated to supporting research, development and innovation through industry-academic collaborations that bring advanced thinking, design, and manufacturing to Canada’s transit and transportation networks. The CUTRIC Code of Conduct (the “Code”) affirms CUTRIC’s commitment to ethical conduct and its practice of complying with all applicable laws and avoiding potential or actual conflicts of interest.

The Code applies to all directors, officers, employees, contractors, honorarium recipients and volunteers of CUTRIC. The Code is not a substitute for the exercise of good judgment by those to whom the Code applies.

PROFESSIONALISM

CUTRIC, its directors, officers, employees, contractors, honorarium recipients and volunteers will:

always act with fairness, honesty, integrity, openness and in accordance with any professional standards and/or governing laws and legislation that have application to the responsibilities performed for or on behalf of CUTRIC;

treat everyone with whom they have dealings in the course of performing their duties, including other directors, officers, employees, contractors, honorarium recipients and volunteers, with respect, dignity, honesty, fairness and courtesy;

perform required duties to the best of their abilities; respect different methodological approaches to research without prejudice and strive to conduct balanced analyses of the project work supported by CUTRIC; and,

promote the mission and objectives of CUTRIC.

ACCOUNTABILITY

CUTRIC, its directors, officers, employees, contractors, honorarium recipients and volunteers will:

adhere to the policies, procedures and by-laws of CUTRIC;

take responsibility for their own actions and decisions, and not exceed the authority of their positions; and

follow reporting lines, if and as appropriate, to facilitate the effective resolution of problems; serious matters may be escalated directly to the CEO.

USE OF CUTRIC RESOURCES AND ASSETS



CUTRIC, its directors, officers, employees, contractors, honorarium recipients and volunteers will:

- use CUTRIC resources and assets, including property, information systems and electronic networks, funds, information and records responsibly;
- not convert any asset to their own personal use or the use of any other person except as expressly permitted by CUTRIC in writing;
- exercise prudent management of government appropriations to CUTRIC and all other sources of funding; and
- promote the application of sound business and risk-management practices.

DISCRIMINATION AND HARASSMENT

CUTRIC, its directors and officers, employees, contractors, honorarium recipients and volunteers will:

- respect the opinions of others and treat all with equality and dignity without regard to gender, race, colour, creed, ancestry, place of origin, political beliefs, religion, marital status, disability, age, sexual orientation or any other basis prohibited by law;
- promote and maintain an environment that is free of all forms of discrimination and/or harassment; and
- promote and maintain a healthy and safe working environment and prevent violence or threats of violence in the workplace.

ENVIRONMENTAL RESPONSIBILITY

CUTRIC is committed to acting responsibly in all of its activities by:

- conserving and protecting the environment;
- safeguarding stakeholders against unacceptable levels of environmental risks;
- supporting principles of sustainable development through day to day operations; and,
- taking reasonable care and exercising diligence to ensure that CUTRIC's activities are conducted in an environmentally responsible manner.

CONFIDENTIAL INFORMATION

Any confidential information acquired by directors and officers, employees, contractors, honorarium recipients and volunteers of CUTRIC in the course of, or as a result of, their employment or engagement with CUTRIC must be kept secure, in confidence and used in a manner consistent with the purposes for which it was collected. Confidential information includes but is not limited to:

- CUTRIC's policies, processes, structures and operations;
- proprietary information relating to the affairs and research conducted by CUTRIC; and
- any and all information that CUTRIC is obligated to maintain as confidential or that CUTRIC may



receive or has received.

Confidential information may be disclosed to those who have a right to the information or when the law requires disclosure, or otherwise, in accordance with applicable CUTRIC policies. Directors, officers, employees, contractors, honorarium recipients and volunteers of CUTRIC shall use discretion when discussing affairs related to CUTRIC in public places such as elevators, restaurants, airplanes or when using public or cellular phones, the Internet and fax machines. The aforementioned obligations with respect to confidential information remain permanently in effect after an individual's employment or engagement with CUTRIC ceases.

RECORD KEEPING AND REPORTING

CUTRIC, its directors, officers, employees, contractors, honorarium recipients and volunteers will:

promote transparency;

safeguard and keep CUTRIC records current, relevant, complete, and accurate; and

not engage in any transaction that requires or contemplates the making of false, fictitious, misleading and inappropriate entries.

CONFLICT OF INTEREST

When engaged in CUTRIC operations, directors, officers, employees, contractors, honorarium recipients and volunteers are required to act in CUTRIC's best interests. A conflict of interest exists in any situation where a director, employee, honorarium recipient or volunteer's ability to fulfill their official duties and responsibilities or to act in the best interests of CUTRIC could be adversely affected by their private interests or personal considerations. This goes beyond a financial or economic interest to include any personal interest that arises from business dealings, social ties, or other personal considerations. Conflicts of interest may also arise from a conflict in duties not created from a director, employee, honorarium recipient or volunteer's private interests but as a result of concurrent competing official responsibilities.

Directors, officers, employees, contractors, honorarium recipients and volunteers of CUTRIC should strive to avoid situations that place them in an actual, potential, or apparent conflict of interest and conflict of duties. In all cases of real or perceived conflicts of interest, a director, employee, honorarium recipient and volunteer of CUTRIC must disclose the conflict or perceived conflict, which will be reviewed by appropriate CUTRIC personnel who will render a decision on how the conflict or perceived conflict will be addressed.

Personal judgment is always required when considering the appropriateness of gifts, benefits or favours. One should consider the context in which it is being offered, whether there is an explicit or implied expectation of favour in return and the value of the item. Permission to engage in an activity falling within any of the situations noted below may be granted only where such activity does not violate the intent of the Code.



GIFTS, MEALS, ENTERTAINMENT

During the course of performing their roles, directors, officers, employees, contractors, honorarium recipients and volunteers may develop relationships with CUTRIC members, donors, prospective partner organizations 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 CUTRIC and the individual or organization concerned. CUTRIC does not accept personal gifts, monetary or otherwise, that is of more than nominal value and which are offered by a CUTRIC member, donor, prospective partner organization or other individual or organization because of their relationship with CUTRIC. 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 CUTRIC guidelines on accepting gifts and entertainment. Gifts of alcohol or tobacco should never be accepted, but always politely declined. Invitations to meals may be accepted as long as they are modest and infrequent. Invitations to sporting or cultural events should be accepted only if the host is present and there is a business reason to attend.

11. ILLICIT PAYMENTS

Unlawful or unethical behaviour by directors, officers, employees, contractors, honorarium recipients or volunteers is not tolerated, including soliciting, accepting or paying bribes or other illicit payments for any purpose.

Situations where judgment might be influenced or appear to be influenced by improper considerations must be avoided. Payment or acceptance of any “kickbacks” from CUTRIC members, donors, prospective partner organizations or other external parties is prohibited.

12. LEGAL COMPLIANCE

Violation of any law or regulatory requirement will adversely affect CUTRIC’s reputation and/or ability to carry on its operations. As a result, all dealings and actions on behalf of CUTRIC must comply with both the letter and spirit of all laws, rules and regulations including those that are applicable to the operations of CUTRIC. All directors, officers, employees, contractors, honorarium recipients and volunteers must respect and obey the laws of the cities, provinces and countries in which CUTRIC operates and avoid even the appearance of impropriety.

13. FAILURE TO COMPLY

Any violation of this Code is viewed as a potentially 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 CUTRIC 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 of employment or termination of the engagement. Violations may also result in civil and/or criminal proceedings being initiated.



14. MISCELLANEOUS

CUTRIC, in its discretion, may from time to time make changes to this Code. Reasonable efforts will be made to inform directors, officers, employees, contractors, honorarium recipients and volunteers of changes to the Code and those changes will become effective and binding upon directors, officers, employees, contractors, honorarium recipients and volunteers immediately unless otherwise stated.

Directors, employees, contractors, honorarium recipients and volunteers must acknowledge in writing receipt of the Code. Directors, officers, employees, contractors, honorarium, recipients and volunteers are expected to review the Code annually, at a minimum, to ensure they remain current with the Code; honorarium recipients and volunteers may also be required periodically to certify, in writing, compliance with the Code or to describe any deviations known to them.